

Hearing Date And Time: To Be Determined  
Objection Deadline: To Be Determined

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- and -

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Reorganized Debtors

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Reorganized Debtors.	:	
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SEVENTH AND FINAL APPLICATION OF SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP, COUNSEL TO DEBTORS AND DEBTORS-IN-POSSESSION,  
SEEKING FINAL ALLOWANCE AND PAYMENT OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSES UNDER 11 U.S.C. §§ 330 AND 331

("SEVENTH AND FINAL SKADDEN FEE APPLICATION")

Name of Applicant:	Skadden, Arps, Slate, Meagher & Flom LLP
Authorized to Provide Professional Services to:	Delphi Corporation and the Affiliate Debtors
Date of Retention Order:	November 4, 2005
Period for Which Compensation and Reimbursement are Sought:	October 8, 2005 through January 25, 2008
Amount of Compensation Sought as Actual, Reasonable, and Necessary:	<b>\$90,556,038</b>
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	<b>\$5,756,849</b>
Voluntary Reductions For Final Application Period:	
Monthly Fee Statements:	<b>\$9,170,700</b>
Prior Interim Fee Applications:	<b>\$556,370</b>
Final Fee Application:	<b>\$350,789</b>
Agreed Fee Review Committee Reduction:	<b>\$40,000</b>
Total Voluntary Reductions:	<b>\$10,117,859</b>
Additional Fee Correction on Prior Interim Fee Applications:	<b>\$34,413</b>
Total Voluntary Reduction and Fee Correction:	<b>\$10,152,272</b>

This is an/(a): \_\_\_\_\_ Interim ☒ Final Application.

Aggregate Amounts Paid to Date: **\$92,741,087**

**PRIOR FEE APPLICATIONS**

<b>Prior Fee Application</b>	<b>Date Filed</b>	<b>Period Covered</b>	<b>Interim Fees Requested (Awarded)</b>	<b>Interim Expense Reimbursement Requested (Awarded)</b>
First	05/31/06	10/08/05 – 01/31/06	\$9,200,920 (\$9,187,586.67)	\$622,420 (\$622,420)  02/16/07 Docket No. 6986
Second	07/31/06	02/01/06 – 05/31/06	\$11,310,231 (\$11,296,897.67)	\$825,854 (\$825,854)  02/20/07 Docket No. 6997
Third	11/30/06	06/01/06 – 09/30/06	\$10,025,538 (\$10,012,204.66)	\$848,232 (\$848,232)  02/22/07 Docket No. 7019
Fourth	03/30/07	10/01/06 – 01/31/07	\$12,820,504 (\$12,820,504)	\$708,096 (\$708,096)  07/02/07 Docket No. 8450
Fifth	07/31/07	02/01/07 – 05/31/07	\$12,589,501 (\$12,589,501)	\$678,644 (\$678,644)  10/29/07 Docket No. 10752
Sixth	11/30/07	06/01/07 – 09/30/07	\$15,387,189 (\$15,387,189)	\$837,950 (\$837,950)  02/28/08 Docket No. 12908

TIME SUMMARY FOR SEVENTH AND FINAL INTERIM FEE APPLICATION OF  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
OCTOBER 8, 2005 – JANUARY 25, 2008<sup>1</sup>

Name	Year Of Admission	Seventh Period Rate <sup>2</sup>	Seventh Period Hours	Seventh Period Amount	Final Application Period Rate <sup>2</sup>	Final Application Period Hours	Final Application Period Amount
<b>PARTNERS</b>							
Butler, Jr., John (Jack) Wm	1980	\$873	1,041.30	\$908,818	\$785	7,306.10	\$5,737,831
Marafioti, Kayalyn A.	1980	\$895	779.60	\$697,758	\$824	4,566.40	\$3,764,595
Lyons, John K.	1989	\$789	759.70	\$599,659	\$689	5,001.30	\$3,443,923
Cochran, Eric L.	1987	\$920	679.00	\$624,680	\$836	3,498.70	\$2,923,451
Hogan III, Albert L.	1997	\$747	912.40	\$681,271	\$677	3,609.20	\$2,443,341
Panagakakis, George N.	1990	\$830	354.60	\$294,365	\$755	2,522.90	\$1,905,149
Meisler, Ron E.	1999	\$685	996.90	\$682,595	\$640	2,220.20	\$1,420,200
Furfaro, John P.	1981	\$870	106.30	\$92,481	\$773	1,287.80	\$995,741
Berlin, Kenneth	1974	\$895	40.00	\$35,802	\$777	937.70	\$728,356
Springer, David E.	1977				\$725	965.80	\$700,196
Hiestand, N. Lynn	1981	\$950	13.50	\$12,825	\$826	614.40	\$507,768
Gross, Cliff	1989	\$920	102.10	\$93,932	\$814	623.90	\$507,670
Berke, Jay S.	1972	\$870	56.70	\$49,329	\$774	574.80	\$444,705
Wexler, Marian P.	1977				\$746	518.10	\$386,629
Leff, Neil M.	1981	\$895	78.00	\$69,812	\$805	324.40	\$261,178
Frishman, Lawrence D.	1989	\$870	59.00	\$51,330	\$792	289.60	\$229,330
Gibson, Marie L.	1997				\$617	349.10	\$215,456
Saggese, Nick P.	1980	\$950	86.20	\$81,890	\$889	238.60	\$212,005
Keith D. Krakaur	1986				\$717	231.60	\$166,044
Noel, Gregg A.	1982	\$920	72.10	\$66,332	\$889	123.40	\$109,683
Brewster, Jody J.	1983				\$756	110.30	\$83,365
Frost, Jr., Don J.	1989				\$790	40.50	\$31,995
Gunther, Christopher J.	1992				\$588	42.20	\$24,816
LeDuc, Andre	1978				\$770	17.00	\$13,090
Stoll, Neal R.	1974				\$865	14.30	\$12,370
Levi, Stuart D.	1987				\$785	14.40	\$11,304
Atkins, Peter A.	1969				\$696	16.20	\$11,273
<b>Partner Total</b>			<b>6,137.40</b>	<b>\$5,042,879</b>		<b>36,058.90</b>	<b>\$27,291,464</b>

<sup>1</sup> During the Final Application Period, certain timekeepers were promoted (e.g., promoted from associate to partner). Accordingly, for each timekeeper, the data in this Final Application corresponds to how the timekeeper was actually billed to the Debtors, resulting in certain timekeepers appearing in more than one category. In addition, on prior interim fee applications certain timekeepers were designated as "Law Clerks." Law Clerks are law school graduates who were not yet been admitted to practice. For purposes of billing statistics, Law Clerks are included with associates. As indicated on the chart below, two timekeepers are designated as Law Clerks on this Final Application.

<sup>2</sup> The blended rates set forth for certain professionals reflect the average billing rate for the Final Application Period and incorporate a reduced billing rate for nonworking travel time.

Name	Year Of Admission	Seventh Period Rate <sup>2</sup>	Seventh Period Hours	Seventh Period Amount	Final Application Period Rate <sup>2</sup>	Final Application Period Hours	Final Application Period Amount
<b>COUNSEL</b>							
Matz, Thomas J.	1976	\$665	796.60	\$529,751	\$600	5,726.80	\$3,434,568
Ramlo, Kurt	1993	\$651	1,009.00	\$656,400	\$625	2,634.30	\$1,646,088
Garner, Lee P.	1995	\$681	725.00	\$493,842	\$624	1,982.00	\$1,236,473
Shivakumar, Dhananjai	1998				\$547	1,923.30	\$1,051,270
MacDonald, F. Neil	1997	\$623	869.20	\$541,728	\$605	1,274.30	\$771,105
Sensenbrenner, Eric B.	1996	\$695	93.90	\$65,261	\$592	991.80	\$587,204
Gasaway, Michelle	1998	\$695	367.60	\$255,484	\$645	841.60	\$542,488
Amodeo, John A.	1977	\$695	89.30	\$62,064	\$623	493.90	\$307,885
Schneider, David A.	1986				\$589	242.70	\$143,057
Jackson, Jerry L.	1977				\$580	28.80	\$16,704
Strobert, Andrew F.	1993				\$625	23.20	\$14,501
Ko, Jonathan B.	1998				\$595	19.30	\$11,484
Ziff, Elaine D.	1983				\$560	20.50	\$11,480
<b>Counsel Total</b>			<b>3,950.60</b>	<b>\$2,604,530</b>		<b>16,202.50</b>	<b>\$9,774,307</b>
<b>ASSOCIATES</b>							
Stuart, Nathan L.	2002	\$561	1,241.30	\$696,675	\$483	6,253.90	\$3,018,335
Fern, Brian M.	1996	\$615	847.40	\$521,568	\$533	5,213.80	\$2,776,825
Wharton, Joseph N.	1998	\$603	1,080.80	\$651,974	\$532	4,399.00	\$2,339,083
Meisler, Ron E.	1999				\$522	4,404.70	\$2,297,701
Hardin, Adlai S.	1998	\$625	789.90	\$493,697	\$587	3,542.70	\$2,078,979
Reese, Randall G.	2001				\$445	3,923.70	\$1,746,165
Herriott, Allison V.	2004	\$480	659.00	\$316,607	\$394	4,320.90	\$1,703,092
Diaz, Lisa B.	2006	\$432	865.00	\$374,095	\$353	4,743.20	\$1,673,694
Grant, T. Kellan	2000	\$526	953.90	\$501,606	\$477	3,506.60	\$1,671,696
Campanario, Nick D.	2002	\$576	674.70	\$388,662	\$507	3,220.80	\$1,632,402
Perl, Michael W.	2004	\$482	902.20	\$435,038	\$432	3,672.20	\$1,587,210
Connors, Christopher P.	1999	\$615	819.50	\$503,908	\$589	2,398.00	\$1,412,622
Guzzardo, John	2004	\$476	898.00	\$427,534	\$418	3,323.80	\$1,389,737
Ganitsky, Daniel I.	2001	\$625	644.40	\$402,755	\$597	2,219.80	\$1,324,372
Howe, Eric J.	2005	\$452	833.90	\$377,039	\$400	2,946.40	\$1,179,896
Platt, Sarah J.	2006	\$413	945.20	\$389,970	\$369	3,133.10	\$1,156,103
Ziegler, Venera E.	2003				\$510	1,958.70	\$998,937
Bolton, Ian S.	2005	\$455	612.40	\$278,576	\$396	2,474.90	\$980,200
Toussi, Sina	1995				\$539	1,725.10	\$929,529
Houston, Brent M.	2003				\$422	2,179.80	\$919,445
MacDonald, Neil	1997				\$536	1,693.60	\$907,451
Halper, Adam F.	2005	\$460	877.40	\$403,604	\$419	2,114.50	\$886,073
Gartner, Matthew	2006	\$412	931.70	\$383,439	\$378	2,169.90	\$819,987
Hill, Laverne F.	2005	\$457	724.50	\$330,809	\$413	1,937.20	\$799,921
Kaloudis, Denise	2003	\$570	703.10	\$400,952	\$532	1,449.90	\$770,622
Samole, Rena M.	2000	\$610	727.00	\$443,723	\$591	1,226.80	\$724,621
Jjingio, M. Janine	2006	\$460	136.10	\$62,606	\$363	1,989.00	\$721,571
De Elizalde, Dolores	2003				\$458	1,558.20	\$713,886

Name	Year Of Admission	Seventh Period Rate <sup>2</sup>	Seventh Period Hours	Seventh Period Amount	Final Application Period Rate <sup>2</sup>	Final Application Period Hours	Final Application Period Amount
VanLonkhuyzen, Courtney E.	2004				\$398	1,741.00	\$693,181
Wilson, Louis D.	2000				\$517	1,310.90	\$677,254
Kahn, Melissa T.	2003	\$540	528.80	\$285,552	\$492	1,263.80	\$622,375
Ogunsanya, Gregory O.	2004				\$490	1,096.00	\$537,393
Gelder, Amy Van	2003	\$519	238.50	\$123,714	\$472	1,105.60	\$521,994
Micheli, Matthew J.	2002				\$419	1,234.50	\$517,418
Kohut, Ronald D.	2004	\$540	231.70	\$125,118	\$469	1,042.30	\$488,916
Feinberg, Aaron S.	2002	\$610	246.90	\$150,609	\$545	803.80	\$437,705
Zaltzman, Haim	2006				\$313	1,192.60	\$373,865
Phillips, Daniel P.	1998				\$541	659.40	\$356,846
Pilkington, Christian	Foreign (1999)	\$635	40.40	\$25,654	\$557	557.00	\$310,511
Danz, Catherine E.	2001				\$474	638.80	\$302,587
Suber, Karen M.	2007	\$420	362.10	\$152,082	\$386	750.30	\$289,897
Lederer, J.R.	2007				\$325	786.00	\$255,219
Duncomb, Brandon M.	2007	\$366	567.60	\$207,473	\$362	613.40	\$221,900
Tullson, Carl T.	2007	\$365	569.10	\$207,801	\$363	596.00	\$216,275
Park, Young M.	2001	\$612	164.90	\$100,878	\$577	370.60	\$214,020
Murphy, Mike	2007	\$363	521.50	\$189,508	\$363	521.50	\$189,508
Willenken, Karen E.	2000				\$523	338.40	\$176,975
Furman, Erin C.	2000				\$572	292.90	\$167,486
Rohner, William M.	2002				\$453	318.60	\$144,268
Arkuss, Brett	2007	\$420	176.90	\$74,298	\$389	342.70	\$133,158
Krebs, Peter E.	2003				\$410	324.50	\$133,045
Louko, Tero	2000	\$635	112.20	\$71,249	\$612	209.40	\$128,112
Bouchard, Christopher J.	2003	\$540	228.00	\$123,120	\$540	228.00	\$123,120
Newburn, Ryan M.	2007	\$377	319.10	\$120,142	\$377	319.10	\$120,142
Carter, P. Gifford	2002				\$517	226.20	\$116,846
Zambrano, Kathy	2003				\$398	292.30	\$116,419
Shih, Jonathan L.	2007				\$310	365.10	\$113,121
Lazarova, Natalia F.	2002				\$470	224.10	\$105,327
Belin, Rita Sinkfield	1996	\$625	123.70	\$77,313	\$616	162.20	\$99,836
Pehlke, David R.	2005				\$338	227.20	\$76,773
Schockett, Paul	2006				\$390	190.80	\$74,412
Lozano, Paola	2002				\$540	137.10	\$74,034
Cazers, Paul L.	2005	\$460	152.10	\$69,966	\$460	152.10	\$69,966
Hur, Jamie	2005				\$375	170.20	\$63,827
LaPergola, Antonio	2001				\$565	109.40	\$61,812
Olasky, Peter	2005				\$404	146.70	\$59,283
Malone, Elizabeth A.	2002				\$495	101.70	\$50,343
McLeod, John M.	1999				\$585	78.60	\$45,982
Bednarova, Barbora	Law Clerk	\$460	96.50	\$44,390	\$460	96.50	\$44,390
Ketchens, Jason P.	2000				\$525	72.10	\$37,828
Adams, Julie Boden	2005	\$495	15.90	\$7,871	\$436	84.50	\$36,855

Name	Year Of Admission	Seventh Period Rate <sup>2</sup>	Seventh Period Hours	Seventh Period Amount	Final Application Period Rate <sup>2</sup>	Final Application Period Hours	Final Application Period Amount
Schohn, Erica	2004				\$414	87.10	\$36,073
Stenger, Allen	2004				\$449	79.60	\$35,744
Turman, III, Rossie E.	1999				\$557	57.60	\$32,108
Nash, Jr., Patrick J.	1996				\$470	67.10	\$31,544
Garcia, Kara R.	2003				\$495	56.70	\$28,067
Delphin-Rodriguez, Renee C.	2006	\$420	66.70	\$28,014	\$420	66.70	\$28,014
Goetz, Amy J.	2006				\$355	66.10	\$23,466
Heather, Justin L.	2001				\$465	48.90	\$22,739
Tsiros, Dionysios V.	Law Clerk				\$295	73.80	\$21,773
Katz, Micah G.	2006				\$390	51.40	\$20,046
Smith-Haley, Kelly	2004				\$375	47.60	\$17,850
Fitzgerald, James E.	2002				\$535	29.80	\$15,943
Todryk, Jenelle M.	2001				\$535	28.20	\$15,087
Dickerson, Chris L.	1998				\$540	27.80	\$15,012
Gibson, Marie L.	1997				\$540	27.10	\$14,634
Horstmann, Britta	2005				\$390	35.40	\$13,806
Dale, Sarah S.	2008	\$375	33.60	\$12,601	\$375	33.60	\$12,601
Mullin, Joshua A.	1997				\$540	19.90	\$10,746
Vujic, Ivana	2002				\$535	19.80	\$10,593
Silverberg, Bennett S.	2001				\$485	21.50	\$10,428
<b>Associate Total</b>			<b>21,663.60</b>	<b>\$10,982,190</b>		<b>106,139.80</b>	<b>\$49,176,653</b>
<b>PARAPROFESSIONALS</b>							
Demma, Jeffrey		\$256	714.60	\$182,658	\$241	4,244.70	\$1,021,733
Zsoldos, Andrew F.		\$235	71.10	\$16,710	\$169	3,586.70	\$605,638
Rosen, Ruth					\$238	1,851.40	\$441,218
Klimek, Marsha V.		\$257	519.10	\$133,310	\$246	1,653.20	\$407,477
Salazar, Adriana G.					\$179	1,700.80	\$303,951
Chavali, Aruna		\$170	208.00	\$35,360	\$161	1,742.70	\$280,598
Shrago, Rebecca		\$170	554.50	\$94,265	\$167	758.70	\$126,937
Worscheck, Toby M.		\$90	186.50	\$16,785	\$80	1,376.70	\$109,683
Donnelly, Neal P.					\$189	561.30	\$105,853
Nowicki, John A.		\$265	44.80	\$11,872	\$240	430.10	\$103,321
Chow, Pauline P.		\$240	53.60	\$12,853	\$228	430.00	\$97,935
Rivera, Maira		\$90	156.70	\$14,103	\$80	1,107.20	\$88,189
Terry, William C.		\$315	229.70	\$72,357	\$307	282.90	\$86,959
Figuroa, Tracy Jo		\$205	416.70	\$85,429	\$205	416.70	\$85,429
Jacobson, Susan J.					\$230	328.70	\$75,601
Gilchrist, Julie M.		\$265	12.00	\$3,180	\$242	245.20	\$59,250
Yoeli, Matthew E.					\$145	353.90	\$51,316
Zylich, A. Kaitlin		\$170	286.10	\$48,637	\$170	299.60	\$50,797
DiBella, Joseph B.					\$210	195.70	\$41,097
Woodfield, Joseph		\$205	71.10	\$14,577	\$185	129.90	\$23,985
Buckman, Katherine					\$162	129.40	\$20,948

Name	Year Of Admission	Seventh Period Rate <sup>2</sup>	Seventh Period Hours	Seventh Period Amount	Final Application Period Rate <sup>2</sup>	Final Application Period Hours	Final Application Period Amount
Roman, Joseph J.		\$80	145.50	\$11,640	\$80	235.40	\$18,743
Nakai, Karin M.		\$260	38.60	\$10,036	\$243	76.70	\$18,609
Negron, Angeline M.					\$75	238.90	\$17,919
Jin, David					\$161	103.50	\$16,678
Hendrick, Daniel					\$145	110.50	\$16,023
Czebiniak, Taras M.		\$205	77.90	\$15,970	\$205	77.90	\$15,970
Millican, Ian S.					\$156	96.60	\$15,032
Rosi, Domino A.					\$145	97.90	\$14,196
Scher, Shimrit					\$145	80.50	\$11,673
Laakko, Catherine A.		\$265	40.10	\$10,627	\$265	40.10	\$10,627
Park, Bryant H.		\$265	38.60	\$10,229	\$265	38.60	\$10,229
<b>Paraprofessional Total</b>			<b>3,865.20</b>	<b>\$800,598</b>		<b>23,022.10</b>	<b>\$4,353,614</b>
<b>TOTAL ALL PROFESSIONALS</b>			<b>35,616.80</b>	<b>\$19,430,197</b>		<b>181,423.30</b>	<b>\$90,596,038</b>
Previously Agreed To Fee Review Committee Reduction <sup>3</sup>							\$40,000
<b>Total Amount Requested</b>				<b>\$19,430,197</b>			<b>\$90,556,038</b>
This summary excludes voluntary fee reductions of \$9,323,587, of which \$8,376,439 was reduced on the monthly statements, \$556,359 was reduced on Skadden's prior interim fee applications, \$350,789 <sup>4</sup> is an additional accommodation made to this Final Application, and \$40,000 that was previously agreed to with the Fee Review Committee in connection with Skadden's first, second, and third interim fee applications.							

<sup>3</sup> In connection with the Fee Review Committee's review of Skadden's first, second, and third interim fee applications, Skadden agreed to an additional accommodation of \$40,000. This \$40,000 accommodation was divided evenly by reducing the amount of fees awarded in Skadden's first, second, and third interim fee applications, respectively. Because this was an agreed-to accommodation with the Fee Review Committee, the \$40,000 does not relate to any particular matter or any particular timekeeper. Accordingly, the detailed matter and timekeeper data included in this Final Application does not account for this \$40,000 reduction, but rather the reduction is accounted for in the total amount requested in this Final Application.

<sup>4</sup> The \$350,789 accommodation on this Final Application consists of \$182,747 for the seventh interim fee period and \$168,042 for prior interim fee periods. In accordance with Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, adopted by the Court on April 19, 1995, Skadden has identified those entries within Exhibits D-1 through D-33 for which accommodations are being provided for the seventh interim fee period pursuant to this Final Application. In prior interim fee applications, Skadden previously identified those entries for which accommodations were provided in those prior interim fee applications. The time entries corresponding to the additional accommodation of \$168,042 from prior interim periods can be provided by Skadden upon request.



SUMMARY OF SERVICES RENDERED BY  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
OCTOBER 8, 2005 – JANUARY 25, 2008

Activities	Seventh Period Hours	Seventh Period Fees	Final Application Period Hours	Final Application Period Fees
Reorganization Plan / Plan Sponsors	11,474.50	\$6,754,699	30,622.70	\$17,181,865 (19.0%)
Claims Administration (General)	7,258.80	\$3,641,967	27,876.70	\$12,982,125 (14.3%)
Customer Matters (GM)	252.10	\$164,496	12,030.50	\$6,098,537 (6.7%)
Employee Matters (Labor Unions)	226.50	\$148,444	10,803.50	\$5,874,843 (6.5%)
Case Administration	1,569.50	\$570,959	14,357.30	\$4,673,265 (5.2%)
Asset Dispositions (General)	2,156.50	\$1,261,688	7,829.00	\$4,329,798 (4.8%)
Disclosure Statement / Voting Issues	3,550.10	\$1,956,450	6,053.40	\$3,259,595 (3.6%)
Creditor Meetings/ Statutory Committees	182.50	\$99,848	6,011.30	\$3,018,877 (3.3%)
Supplier Matters	251.50	\$121,150	5,667.20	\$2,721,521 (3.0%)
Nonworking Travel Time	1,463.10	\$457,131	8,798.40	\$2,654,031 (2.9%)
Tax Matters	527.20	\$365,014	4,310.70	\$2,593,308 (2.9%)
Employee Matters (General)	219.10	\$161,031	4,429.80	\$2,451,723 (2.7%)
Rights Offering	1,943.20	\$1,120,975	3,931.30	\$2,336,402 (2.6%)
Retention / Fee Matters / Objections (Others)	448.70	\$173,084	5,172.00	\$2,083,479 (2.3%)
General Corporate Advice	455.80	\$281,638	3,314.70	\$2,063,481 (2.3%)
Business Operations / Strategic Planning	844.40	\$502,500	3,009.60	\$1,906,630 (2.1%)
Customer Matters (Reviews/Investigations)	90.50	\$62,043	3,166.20	\$1,595,210 (1.8%)
Litigation (Insurance Recovery)	286.30	\$200,305	2,273.90	\$1,393,286 (1.5%)
Retention / Fee Matters (SASM&F)	372.70	\$180,471	3,030.20	\$1,279,767 (1.4%)
Environmental Matters	126.50	\$94,971	1,642.60	\$1,158,475 (1.3%)
Global Subsidiaries (Non-U.S.)	110.20	\$70,712	1,787.90	\$1,143,565 (1.3%)
Financing (DIP and Emergence)	758.90	\$453,430	1,896.90	\$1,081,965 (1.2%)
Automatic Stay (Relief Actions)	57.90	\$30,685	2,132.00	\$989,009 (1.1%)
Leases (Real Property)	32.50	\$17,124	1,615.30	\$835,706 (0.9%)
Secured Claims			1,509.50	\$700,936 (0.8%)
Executory Contracts (Personalty)	348.90	\$163,630	1,308.00	\$615,889 (0.7%)
Claims Administration (Reclamation/Trust Funds)	14.10	\$8,559	1,325.70	\$550,822 (0.6%)
Employee Matters (Pension)	267.40	\$182,808	841.00	\$519,134 (0.6%)
Utilities			1,027.70	\$517,611 (0.6%)
Asset Analysis and Recovery	34.00	\$20,027	763.30	\$453,745 (0.5%)
Reports and Schedules	140.00	\$79,361	697.00	\$366,254 (0.4%)
Intellectual Property	49.50	\$30,938	420.30	\$218,067 (0.2%)
Real Estate (Owned)			362.60	\$217,080 (0.2%)
Liquidation / Feasibility	88.50	\$44,667	316.60	\$161,290 (0.2%)
Litigation (General)			314.50	\$146,841 (0.2%)
Customer Matters (General)	15.40	\$9,392	183.60	\$106,784 (0.1%)
Insurance			188.10	\$94,940 (0.1%)
Regulatory and SEC Matters			159.20	\$94,473 (0.1%)
Assets Dispositions (Real Property)			118.70	\$72,552 (0.1%)
Employee Matters (Retiree/OPEB)			124.40	\$53,157 (0.1%)
<b>Total</b>	<b>35,616.80</b>	<b>\$19,430,197</b>	<b>181,423.30</b>	<b>\$90,596,038</b>
<b>Agreed Fee Review Committee Reduction</b>				<b>\$40,000</b>
<b>Total Amount Requested</b>	<b>35,616.80</b>	<b>\$19,430,197</b>	<b>181,423.30</b>	<b>\$90,556,038</b>

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Reorganized Debtors.	:	
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SEVENTH AND FINAL APPLICATION OF SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP, COUNSEL TO DEBTORS AND DEBTORS-IN-POSSESSION,  
SEEKING FINAL ALLOWANCE AND PAYMENT OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSES UNDER 11 U.S.C. §§ 330 AND 331

("SEVENTH AND FINAL SKADDEN FEE APPLICATION")

Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden"), counsel for DPH Holdings Corp. ("DPH Holdings")<sup>5</sup> and certain of its affiliates, reorganized debtors (collectively, the "Reorganized Debtors") in the above-captioned cases (the "Reorganization Cases"), submits this seventh and final application (the "Final Application") seeking final allowance and payment of compensation and reimbursement of expenses under 11 U.S.C. §§ 330 and 331 for the period from October 8, 2005 through January 25, 2008 (the "Final Application Period"). Skadden submits this Final Application for (a) allowance of compensation for professional services rendered by Skadden to Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession (the "Debtors") during the Final Application Period and (b) reimbursement of actual and necessary charges and disbursements incurred by Skadden in the rendition of required professional services on behalf of the Debtors. In support of this Final Application, Skadden represents as follows:

#### The Chapter 11 Filings

1. On October 8 and 14, 2005 (the "Petition Dates"), the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). The Debtors operated their businesses and managed their properties as debtors-in-possession under Bankruptcy Code sections 1107(a) and 1108 during the Final Application Period. This Court ordered joint administration of these cases.

2. No trustee or examiner was appointed during the pendency of the Reorganization Cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Creditors' Committee").

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<sup>5</sup> Upon emergence from chapter 11, Delphi Corporation formally changed its name to DPH Holdings Corp.

On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders (the "Equity Committee," and together with the Creditors' Committee, the "Statutory Committees"), which was disbanded on April 24, 2009. On February 26, 2009, the U.S. Trustee appointed an official committee of retired employees to represent certain of the Debtors' current active salaried employees, retirees, and their spouses for certain limited purposes.

3. This Court has jurisdiction over the Final Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, and Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"). This Final Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective as of December 4, 2009 (the "Local Guidelines"), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 (Appendix A to 28 C.F.R. § 58), dated May 17, 1996 (the "UST Guidelines" and, together with the Local Guidelines, the "Guidelines"). Pursuant to the Local Guidelines, a certification regarding compliance with the Guidelines is attached hereto as Exhibit A.

#### Retention Of Skadden

5. Upon the commencement of the Reorganization Cases, the Debtors applied to this Court for an order approving the retention of Skadden as their principal restructuring and bankruptcy counsel (the "Retention Application") to perform legal services under a general

retainer to advise the Debtors on the execution of their duties as debtors-in-possession. On November 4, 2005, this Court entered an order (the "Retention Order")<sup>6</sup> authorizing the Debtors to employ Skadden as their counsel under the terms set forth in the Retention Application.<sup>7</sup>

6. In the Retention Application, the Debtors disclosed that Skadden's fees for professional services are based on its guideline hourly rates, which are periodically adjusted. The Debtors also disclosed in the Retention Application that Skadden's charges and disbursements are invoiced pursuant to Skadden's Policy Statement Concerning Charges and Disbursements, a copy of which is attached to the Engagement Agreement. As further described in the Retention Application, certain charges and disbursements are not charged separately under Skadden's bundled rate structure. Other than an arrangement between Skadden and its members, there is no agreement or understanding between Skadden and any person for the sharing of compensation to be received for services rendered in the Reorganization Cases.

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<sup>6</sup> A copy of the Retention Application, the supporting declaration (the "Declaration"), and the Retention Order are attached collectively hereto as Exhibit B. These materials include factual information regarding the experience and standing at the bar of certain of Skadden's senior attorneys. Skadden indicated in the Declaration that it would periodically review its connections with entities materially participating in these cases from time to time and would periodically file supplemental declarations, if warranted, contemporaneously with the filing of its professional interim fee applications. During the Final Application Period Skadden executed and filed six supplemental declarations on the following dates: May 31, 2006 (Docket No. 3973), August 1, 2006 (Docket No. 4810), November 30, 2006 (Docket No. 5999), January 10, 2007 (Docket No. 6542), July 31, 2007 (Docket No. 8830), and November 30, 2007 (Docket No. 11192). Since the filing of the last supplemental declaration, Skadden has performed additional disclosure research through January 25, 2008. While Skadden previously determined that it had no material disclosures and therefore a seventh supplemental declaration was not warranted, one of the financial advisors to the Creditors' Committee became a Skadden client on matters wholly unrelated to the Reorganization Cases several weeks prior to confirmation of the Confirmed Plan (as defined below).

<sup>7</sup> The Retention Order incorporates the terms of an engagement agreement dated as of July 12, 2005 (the "Engagement Agreement") between Skadden and the Debtors, a copy of which is attached as Exhibit A to the declaration supporting the Retention Application. As disclosed in the Retention Application, as of the Petition Date, Skadden had a retainer in the amount of \$4,033,019. Skadden previously applied \$266,151 of prepetition amount against the retainer, leaving a balance of \$3,766,868.

Fee Procedures And Monthly Fee Statements

7. On November 4, 2005, this Court entered the Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 869) (the "Initial Interim Compensation Order"). This order was subsequently amended on March 8, 2006 (Docket No. 2747), March 28, 2006 (Docket No. 2986), May 5, 2006 (Docket No. 3630), July 12, 2006 (Docket No. 4545), October 13, 2006 (Docket No. 5310), December 11, 2006 (Docket No. 6145), and January 28, 2008 (Docket No. 12367) (collectively and together with the Initial Interim Compensation Order, the "Interim Compensation Order").

8. To monitor costs to the Debtors' estates and avoid duplicative efforts in the review of fee applications filed in these Reorganization Cases, the Debtors, the Creditors' Committee, and the U.S. Trustee negotiated the formation of a committee (the "Fee Review Committee") to review, comment on, and, if necessary, object to the various fee applications filed in these Reorganization Cases. As stated above, on May 5, 2006, this Court authorized the establishment of the Fee Review Committee and approved a fee review protocol (the "Fee Review Protocol"). In addition, on August 17, 2006, this Court entered an order authorizing the Fee Review Committee to retain Legal Cost Control, Inc. ("LCC") as a fee analyst to assist the Fee Review Committee (Docket No. 4959).

9. Pursuant to the Bankruptcy Court's orders in connection with the Confirmed Plan and the Modified Plan (each as defined below), any requirement that professionals comply with sections 327 through 331 of the Bankruptcy Code in seeking retention or compensation for services rendered terminated on January 25, 2008, and the Reorganized Debtors employed and paid professionals in the ordinary course of business thereafter.

10. Pursuant to paragraphs 2(a), 2(j), and 7 of the Interim Compensation Order, as supplemented, the Fee Review Protocol, and Article 10.3 of the Modified Plan, Skadden is submitting this Final Application to the Reorganized Debtors, the U.S. Trustee, counsel to the Creditors' Committee, counsel to the agent under the Debtors' former prepetition credit facility, counsel to the agent under the Debtors' postpetition credit facility, and the members of the Fee Review Committee. In addition, notice of the filing of this Final Application will be provided to all parties who have filed a notice of appearance with the Clerk of this Court and requested notice of pleadings in Reorganization Cases. The Reorganized Debtors will also provide such other notice as may be required by the Federal Rules of Bankruptcy Procedure or as otherwise directed by this Court.

#### Delphi Overview

11. As of the Petition Date, Delphi, together with its subsidiaries and affiliates (collectively, the "Company"), was one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology, supplying products to nearly every major global automotive original equipment manufacturer ("OEM"). Delphi was incorporated in Delaware in 1998 as a wholly owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications.

12. When Delphi filed its chapter 11 cases in 2005, it was the largest U.S. auto-related bankruptcy and the then-largest reorganization case ever for a manufacturing company. On October 6, 2009, the Effective Date of the Modified Plan occurred and initial distributions under the Modified Plan were also completed.<sup>8</sup> Delphi's completed plan of reorganization marks one of the few successful chapter 11 reorganizations that has occurred during the current distressed markets cycle. Delphi's core businesses are now part of a private company owned by a group of investors, managed by the core management team that filed the 2005 reorganization cases, with more than 100,000 employees and operating in 270 locations in 32 countries. Delphi's non-core businesses, which employ tens of thousands of additional employees, were divested successfully as going concerns.

#### Events Leading To The Chapter 11 Filing

13. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition deteriorated further in the first six months of 2005. The Company experienced net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, which is approximately \$1 billion less in sales than

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<sup>8</sup> See Notice Of (A) Order Approving Modifications To First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession and (B) Occurrence Of Effective Date, dated October 6, 2009 (Docket No. 18958). For additional information regarding the amount of cash on hand or on deposit and the amount and nature of certain accrued unpaid administrative expenses see Closing Report In Chapter 11 Cases (Docket No. 18994) or Quarterly Operating Report For Delphi Corporation, et al. For Period Ended September 30, 2009 (Docket No. 19102).



during the same time period in calendar year 2004.<sup>9</sup> The Company believes that its financial performance deteriorated because of (i) increasingly unsustainable U.S. legacy liabilities and operational restrictions preventing the Company from exiting non-profitable, non-core operations, all of which had the effect of creating largely fixed labor costs, (ii) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produced annually in the United States and related pricing pressures, and (iii) increased commodity prices.

14. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions with its major stakeholders had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete its transformation plan and preserve value for its stakeholders.

#### Significant Events Through Confirmation Of The Plan

15. From the inception of the Reorganization Cases, the Debtors knew that significant restructuring of the Debtors' businesses would be necessary to the development of a feasible reorganization plan. To that end, on March 31, 2006, Delphi outlined the key tenets of a transformation plan that it believed would enable it to return to stable, profitable business operations (the "Transformation Plan"). Many of the Debtors' and Skadden's efforts throughout the Reorganization Cases were focused on developing a reorganization plan, in large part by meeting the goals outlined in the Transformation Plan, which centered on five key areas for change:

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<sup>9</sup> Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

- (a) *Labor*: Modify the Company's labor agreements to create a competitive arena in which to conduct business;
- (b) *GM*: Conclude negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and ascertain GM's business commitment to the Company;
- (c) *Product Portfolio And Manufacturing Footprint*: Streamline the Company's product portfolio to capitalize on its world-class technology and market strengths and make the necessary manufacturing alignment with its new focus;
- (d) *Cost Structure*: Transform the Company's salaried workforce to ensure that the Company's organizational and cost structure was competitive and aligned with its product portfolio and manufacturing footprint; and
- (e) *Pension*: Devise a workable solution to the Company's pension funding situation.

16. Labor. From the early days of the Reorganization Cases, Delphi acknowledged its need to transform its labor agreements to provide a competitive labor cost structure and to address non-profitable and non-strategic U.S. operations. In particular, Delphi's existing labor agreements required modification in three principal respects: (a) obtaining hourly wage and benefit cost levels that were competitive with other U.S. auto parts suppliers, (b) addressing the agreement provisions that limited the Debtors' ability to respond to market forces by selling or winding-down non-core product lines and manufacturing sites or by reducing the Debtors' global workforce, and (c) addressing the Debtors' substantial liabilities for retirement benefits for hourly employees and their uncompetitive retiree health care plans. The Debtors, with the assistance of Skadden and other advisors, pursued parallel paths to achieving these goals: prosecuting the motion to reject certain collective bargaining agreements and terminate hourly post-retirement health care plans and life insurance pursuant to sections 1113 and 1114 of the Bankruptcy Code (the "1113/1114 Motion") while simultaneously negotiating with the primary U.S. labor unions in an attempt to reach a consensual agreement regarding modifications to certain terms of their collective bargaining agreements. In an effort to reach a consensual resolution, the

Debtors postponed the filing of their 1113/1114 Motion numerous times to allow for continued dialogue.

17. In addition, after filing and actively litigating the 1113/1114 Motion, including intensive discovery, numerous depositions, and a weeks' worth of hearings before the Bankruptcy Court, the Debtors adjourned the 1113/1114 Motion to facilitate an agreement to be reached with the U.S. labor unions. Achieving the Debtors' labor goals took a substantial amount of both the Debtors' and Skadden's time. Although ultimately memoranda of understanding were reached with substantially all of the Debtors' U.S. unions, it took nearly two years of protracted negotiations to achieve the definitive agreements. After reaching definitive agreements, and subject to the Court's approval thereof, the Debtors withdrew the 1113/1114 Motion.

18. Prior to the filing of the 1113/1114 Motion, in an effort to facilitate a "soft landing" for its hourly employees who Delphi knew would be affected by the filing of Court papers rejecting their collectively-bargained agreements, Delphi began negotiations with its major unions to develop attrition programs. On March 22, 2006, the first tripartite attrition program agreement was reached by and between the UAW, Delphi, and GM. Significant objections to Delphi's entry into these agreements were filed and substantial litigation followed. The Court approved the relief requested, however, and similar programs were subsequently reached with several other unions during the summer of 2006.

19. GM. Contemporaneously with the filing of the 1113/1114 Motion, the Debtors, with Skadden's assistance, moved to reject unprofitable supply contracts with GM (the "GM Contract Rejection Motion"). Among the reasons for the GM Contract Rejection Motion was the Debtors' belief that GM should cover a greater portion of the costs of manufacturing products for GM at plants that bore the burden of the Debtors' legacy costs. The Debtors

conducted an extensive review of GM contracts and identified thousands of contracts under which the Debtors were providing parts to GM at a financial loss to the Debtors. In the GM Contract Rejection Motion, the Debtors identified 21 operational sites that generated significant operating losses and primarily produced parts for GM vehicles and requested authority to reject more than 5,000 GM supply contracts related to the 21 operational sites. The Debtors' initial motion covered approximately half of the Debtors' North American annual purchase volume revenue from GM but only 10% of the Debtors' total contracts with GM.

20. As was the case with the labor actions taken by the Company, the GM Contract Rejection Motion became the launching pad for discussions with GM regarding key business issues than had begun over the previous year. Beginning in 2006, negotiations with GM centered on reaching a comprehensive agreement with GM that would govern various operational aspects of the Company's and GM's commercial relationship. As part of those negotiations, the parties contemplated GM's providing forward-looking revenue commitments and economic support with respect to legacy liabilities. The negotiations with GM on these matters evolved into "framework" discussions with the Creditors' Committee, the Equity Committee, and potential plan sponsors. After extensive negotiations, the global settlement agreement ("GSA") and master restructuring agreement ("MRA") between the Company and GM first reached in September 2007, and subsequently modified, formed the backbone for both the plan of reorganization that was confirmed in January 2008 and the modifications to the Confirmed Plan (as defined below), which modifications were confirmed and approved in July 2009.

21. Product Portfolio And Manufacturing Footprint. To assist the Company in achieving its third transformation goal of streamlining its product portfolio and manufacturing footprint, Skadden facilitated auction proceedings for the sale of many of the Company's non-core

businesses that had been identified in the March 31, 2006 Transformation Plan announcement.

During the Reorganization Cases, Skadden filed twelve sale motions for significant businesses of the Company, eight of which were filed during the Final Application Period and several of which resulted in auctions. For example, Skadden hosted auctions (i) for the sale of the assets of MobileAria at which the successful bidder offered consideration of \$11 million, which was \$4.5 million more than that offered in the stalking horse bid and (ii) for the assets of the Catalyst Business, where the successful bidder submitted a bid with a value of \$75 million, which was an increase of approximately \$19.4 million from the stalking horse bid. In addition, Skadden worked with the Debtors to formulate, receive Bankruptcy Court approval for, and implement procedures through which it could sell de minimis assets (generally defined as sales of assets for less than \$10 million).

22. Cost Structure. As part of the effort to achieve the fourth goal of the Transformation Plan, the Company developed a plan to reduce its SG&A expenses by as much as \$450 million annually and considered other ways to restructure its business. Effective July 1, 2006, the Company realigned its business operations to focus its product portfolio on core technologies for which the Company believed it had significant competitive and technological advantages. In late 2006 and 2007, as part of their cost realignment and to ensure that their organizational and cost structure was competitive, the Debtors obtained orders from this Court permitting them to enter into IT infrastructure and finance transaction processes outsourcing agreements. As part of this business realignment process, the Company significantly reduced its salaried workforce to levels more commensurate with the realigned business operations.

23. Finally, as part of the Company's commitment to be competitive with other like businesses, the Company designed and implemented competitive benchmark executive and

non-executive compensation programs, portions of which were implemented during the pendency of the Reorganization Cases. For many of the programs that were proposed or commenced during the Reorganization Cases, considerable negotiations with third parties were required. In several instances, including the Debtors' motion to implement a key employee compensation program and the executive compensation programs to be implemented as part of the Confirmed Plan, protracted litigation with the Creditors' Committee, the unions, and the U.S. Trustee, among others, resulted.

24. Pension. To accomplish the last of its five transformation goals, the Company worked diligently during the Reorganization Cases to devise a workable pension solution. A significant part of the Company's pension solution came through agreements with GM. In 2007, the Company spent considerable time with GM working to reach an agreement whereby \$1.5 billion of certain pension liabilities would be transferred back to the GM pension plans, ensuring coverage for certain hourly retirees while lowering Delphi's own pension liabilities. This agreement, which provided a substantial benefit to the Debtors' estates, was memorialized in the Confirmed Plan, defined below. As a result of the failure of the Confirmed Plan to be consummated, however, the transfer was not effectuated until September 2008. At that time, the Debtors were able to negotiate an even more significant transfer through which approximately \$2.1 billion in net unfunded liabilities was transferred, effective as of September 29, 2008. Upon consummation of the Modified Plan, defined below, GM agreed to cover additional liabilities of the hourly pension plan and to "top off" certain benefits to be received by certain union employees and retirees. Unfortunately, however, the Debtors were unable to come to terms with GM regarding a comparable resolution for the salaried pension plan.

25. As part of the process of devising a workable pension solution, the Company also negotiated a number of agreements with the Pension Benefit Guaranty Corporation

(the "PBGC") and the Internal Revenue Service (the "IRS") and sought and received conditional waivers of minimum funding requirements for certain of their pension plans, generating considerable cost savings during the Final Application Period. In addition, in connection with the October 2007 efforts to repatriate cash, one of the Debtors, Delphi Automotive Systems (Holding) Inc. ("DASHI"), planned to accumulate cash balances from certain of its non-U.S. affiliates and transfer the funds to another Debtor to reduce the Debtors' collective borrowings and, thereby, their funded interest expense. The PBGC raised some concerns about the Debtors' plan to repatriate cash. Specifically, the PBGC contended that the funds to be repatriated via DASHI would be subject to pre-existing, extra-territorial PBGC liens and therefore constituted the PBGC's cash collateral. To avoid litigation, the Debtors negotiated an agreement with the PBGC to provide the PBGC with conditional adequate protection. Despite the significant work of the Debtors to reach agreement with GM and reduce their overall pension liabilities, in July 2009, the PBGC assumed trusteeship of all of the Debtors' pension plans. In connection with the trusteeship and the Modified Plan, the Debtors were able to reach a settlement agreement with the PBGC pursuant to which the PBGC released the conditional replacement liens received as part of the adequate protection package as well as all purported liens over the non-U.S. assets, which satisfied a condition to closing, thereby facilitating the Debtors' emergence from chapter 11.

26. Plan Of Reorganization And Claims Reconciliation. Throughout the period in which Skadden assisted the Debtors in achieving many of their transformation goals, Skadden was also working with the Debtors and other parties-in-interest to develop a feasible reorganization plan. Discussions regarding the contours of a plan began in earnest in August 2006 with "leveling-up" meetings between the Debtors and the Statutory Committees. Promptly thereafter, the Debtors, GM, and the Creditors' Committee began exchanging proposals that

addressed issues such as possible capital structures for the reorganized Debtors, disposition of the Debtors' legacy obligations, and various aspects of the Debtors' relationship with GM.<sup>10</sup> By late September 2006, other stakeholders had joined the discussions. Specifically, the Debtors and their advisors met several times with representatives from the Equity Committee and an investor group led by Appaloosa Management L.P. (acting through its affiliate, A-D Acquisition Holdings, LLC, "Appaloosa") and Harbinger Capital Partners, both separately and together with GM and the Creditors' Committee, as well as with representatives of several other potential plan investors. In connection with these discussions, the Debtors and their advisors responded to multiple diligence requests from these groups. The negotiations continued throughout the fall and early winter and addressed various matters, including allocation of legacy liabilities, wind-down or divestiture of non-core North American facilities, GM's contribution and recovery, potential plan treatment for various stakeholders, the anticipated scope of, and potential limitations on, general unsecured claims, future capital structure, and corporate governance upon emergence.

27. All of the participants in these framework discussions understood that the parties' ability to reach agreement on a plan for the Debtors' emergence from chapter 11 at that time was predicated upon a clear understanding of the scope of the prepetition claims against the Debtors that would ultimately be allowed in these cases. The scope of the claims was an essential part of the discussions, particularly for the investor group, because the parties involved in the framework discussions proposed a plan construct that would pay general unsecured creditors in full at a negotiated business enterprise plan value. Accordingly, the Debtors, with Skadden's assistance, commenced an active claims reconciliation process in September 2006. More than

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<sup>10</sup> These meetings followed the July 28, 2006 motion by the Creditors' Committee seeking authority to prosecute the Debtors' claims and defenses against GM and certain former officers of the Debtors on Delphi's behalf (also known as the "STN Motion"). The STN Motion, together with a companion motion filed by the Indenture Trustee, were withdrawn in connection with consummation of the Modified Plan.



16,500 proofs of claim were filed against the Debtors, some of which asserted unliquidated claims, in whole or in part. Utilizing streamlined, court-approved claims objection and reconciliation procedures, the Debtors diligently analyzed these claims to scope the claims pool. This early work reconciling and estimating claims facilitated the ongoing discussions with potential investors and other interested parties to reach agreement on a framework for the Debtors' restructuring. By late 2007, as a result of the expedited claims process, the Debtors had a reasonably comprehensive understanding of what claims comprised the secured, priority, and unsecured claims pools and the likely allowed amounts of such claims.

28. The extensive work in the fall and early winter of 2006 resulted in the Debtors' entry into a Plan Framework Support Agreement (the "PSA"), which outlined the economics and structure of a plan framework but was expressly conditioned on reaching consensual agreements with the Debtors' primary unions and GM. Concurrent with their entry into the PSA, the Debtors filed a motion seeking approval of the PSA and an Equity Purchase and Commitment Agreement (the "Original EPCA"), a negotiated agreement under which investors would invest up to \$3.4 billion in the reorganized company. The motion received significant opposition from the Statutory Committees and certain other interested parties, resulting in further negotiations and changes to the agreement. In addition, on December 21, 2006, the Debtors received an unsolicited investment proposal from Highland Capital Management, L.P. ("Highland"), a party that had previously had no contact with the Debtors regarding participation in the Debtors' reorganization. The Debtors and their advisors immediately engaged in discussions with Highland to better understand and explore Highland's proposal. Despite significant negotiations and sharing of information over the following three weeks, however, the Debtors concluded that it was in the best interests of the Company and its stakeholders, taken as a whole, to

enter into the PSA and Original EPCA and ultimately carry out the terms of those agreements. Subsequently, in January 2007, the PSA and Original EPCA were approved by the Bankruptcy Court. In April 2007, however, as a result of differing views regarding the valuation of the Debtors' enterprises, the Debtors announced that they were anticipating negotiating changes to the Original EPCA and amendments to the PSA and in July 2007, the PSA and Original EPCA were terminated.

29. In late June and early July 2007, while the Debtors were negotiating potential amendments to the Original EPCA and PSA, the Debtors received an amended draft of the Original EPCA from Appaloosa and a draft of a potential investment agreement from Highland. After lengthy discussions, including separate in-person meetings with Appaloosa and its counsel and Highland and its counsel, Delphi's Board of Directors (the "Board") and a special committee formed by the Board met to consider the two final proposals for a new equity purchase and commitment agreement. On July 18, 2007, Delphi announced that it had accepted a new equity purchase and commitment agreement put forth by a reformulated plan investor group led by Appaloosa (the "Delphi-Appaloosa EPCA" or "Investment Agreement"). Under the Delphi-Appaloosa EPCA, which was later approved by this Court, the new plan investors agreed to invest up to \$2.55 billion in cash in exchange for preferred and common equity in reorganized Delphi to support the Company's transformation plan and plan of reorganization.

30. With the Investment Agreement in place and having reached consensual agreements with their principal U.S. labor unions and GM, the Debtors were able to formulate and file a proposed plan of reorganization and related disclosure statement (the "September 2007 Plan" and "September 2007 Disclosure Statement," respectively). The September 2007 Plan was based upon a series of global settlements and compromises that involved every major group of

constituents in the Reorganization Cases, including the Debtors, their principal U.S. labor unions, GM, the Statutory Committees, and the lead plaintiffs in certain securities and ERISA multidistrict litigation. The plan also was based on the stakeholders' and the Debtors' belief that the active capital markets experienced from 2005 to 2007 would continue and the Debtors would be able to access the required exit financing to support the plan. While only nine months earlier the Debtors were able to refinance their then-existing \$2 billion debtor-in-possession credit facility and pay off their approximately \$2.5 billion then existing prepetition credit facility, confidence in the capital markets had begun to deteriorate at the time of the September 2007 Plan filing, although the Debtors were still optimistic that they would be able to raise the necessary exit financing to proceed with their plan of reorganization.

31. During the seventh application period, which covered the period from October 1, 2007 through January 25, 2008 (the "Seventh Application Period"), the Debtors were fully focused on emerging from chapter 11 under the September 2007 Plan. Delphi had made significant progress in achieving the objectives of its Transformation Plan and the Debtors were poised for emergence from chapter 11. Despite the efforts of the Debtors and their constituents, however, after filing the September 2007 Plan, the Debtors were forced to consider amendments to the plan because severe dislocation in the capital markets precluded the Debtors from raising the approximately \$7.1 billion in funded debt required to finance the plan. Of course, the Debtors were unaware that this dislocation was, in fact, only the harbinger of the severe economic downturn which would lead to the collapse of the global credit markets in 2008 and which would further complicate the Debtors' emergence from chapter 11. Thus, following the filing of the September 2007 Plan and through the fourth quarter of 2007, the Debtors, with Skadden's assistance, began negotiating and drafting potential amendments to the plan, seeking to reach

consensus on the revisions with their primary stakeholders. As a result of their efforts to reduce their exit financing needs while still garnering the support of key constituencies, the Debtors filed proposed amendments to the plan and related disclosure statement in October, November, and December 2007. On December 10, 2007, this Court entered an order approving the Debtors' disclosure statement (the "Disclosure Statement") and shortly thereafter the Debtors commenced solicitation on the First Amended Joint Plan of Reorganization (the "December 2007 Plan").

32. When the votes were tallied in January 2008, the plan had achieved overwhelming acceptance and on January 25, 2008, following a three-day contested confirmation hearing, this Court entered the order confirming the plan (as then-modified) (Docket No. 12359) (the "Confirmation Order" and the plan confirmed thereby, the "Confirmed Plan"). The confirmation of the Confirmed Plan followed an intense 28-month chapter 11 process in which the Debtors had completed many challenging negotiations with numerous parties with diverse interests and reached resolutions on their various transformation goals. The Debtors were poised for emergence as a stronger, more financially sound business and were eager to work with their new investors to maintain their prominence as one of the world's premier auto suppliers and to continue to deliver high-quality products to its customers globally.

#### Significant Post-Confirmation Events<sup>11</sup>

33. Following the entry of the Confirmation Order, the Debtors turned their attention to consummating the Confirmed Plan and focused on taking the necessary actions to achieve the closing of the related transactions. On April 4, 2008, however, despite the Debtors having satisfied the conditions required to substantially consummate the Confirmed Plan,

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<sup>11</sup> For additional information regarding events that occurred post-Confirmation, please see the Supplement To First Amended Disclosure Statement With Respect To First Amended Joint Plan of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified), dated June 16, 2009 (Docket No. 17031).

including obtaining \$6.1 billion of exit financing, Delphi's plan investors refused to participate in the closing or to fund the Investment Agreement and the Debtors were forced to suspend the closing of the Confirmed Plan. Thereafter, the Debtors spent considerable efforts reevaluating the direction they would take to achieve emergence from chapter 11, including meeting with their investors, lenders, creditors, and others to assess what strategic alternatives the Company could and should pursue.

34. In September 2008, this Court approved the Debtors' entry into amended agreements with GM (the "Amended GSA" and "Amended MRA"), which allowed the Debtors to accelerate their receipt of the benefits of certain agreements with GM that were not otherwise to become effective until the effective date of the Confirmed Plan. Through the Amended GSA and Amended MRA the Debtors addressed, at least in part, two goals of their transformation plan: (i) obtaining financial support from GM for certain of Delphi's legacy and labor costs and GM's business commitments to Delphi going forward and (ii) working to solve Delphi's pension funding situation.

35. In light of the approval of the Amended GSA and Amended MRA, during early fall 2008, the Debtors were able to formulate certain modifications to the Confirmed Plan to allow the Debtors to emerge without plan investor participation. On October 3, 2008, Delphi filed a motion under 11 U.S.C. § 1127 for an order approving these modifications and also sought approval of a related disclosure statement and procedures for re-soliciting votes on the Confirmed Plan, as modified (Docket No. 14310) (the "Plan Modification Motion"). Subsequently, however, substantial uncertainty and a further significant decline in capacity in global debt and equity markets, the global economic downturn generally, and an unprecedented decline in global automotive production volumes adversely impacted Delphi's ability to develop a revised

recapitalization plan and successfully consummate the modified plan of reorganization.

Moreover, notwithstanding the positive market response and oversubscription in May 2008 for the amounts that the Debtors anticipated borrowing under their second amended and restated DIP credit facility (the "DIP Facility" and the lenders thereunder, the "DIP Lenders"), as a result of this market turbulence in the fall of 2008, the Debtors were unable to extend the December 31, 2008 maturity date of their DIP Facility on terms reasonably acceptable to the Debtors and their other stakeholders. Accordingly, with the support of the administrative agent (the "DIP Agent") and the requisite lenders under the DIP Facility, the Debtors entered into an accommodation agreement (as subsequently amended) to allow the Debtors, among other things, to continue using certain of the proceeds of the DIP Facility through the use of a "collateral action" doctrine advocated by the Debtors and approved by the Court.

36. Throughout the first and second quarters of 2009, the Debtors engaged in a series of complex negotiations in which they sought funding from a variety of sources, including from GM and certain of the DIP Lenders, considered how to proceed in a manner that would resolve their significant pension liabilities, and developed additional modifications to the Confirmed Plan. In March 2009, the United States Auto Task Force (the "Auto Task Force") intervened in the cases to prevent GM from immediately consummating certain agreements reached with Delphi, including providing additional liquidity to the Debtors and acquiring the Company's global Steering business. Subsequently, the DIP Lenders indicated that they would not provide additional interim or emergence funding for Delphi and were not prepared to enter into other transactions with the Company. This led to a series of discussions among the Board, the Debtors' management, and stakeholders in which the Company sought a consensual resolution that would allow for a reorganization of the businesses and the maximization of value for creditors.

37. Following the events of April 2009, the Debtors continued to seek a consensual resolution to the conclusion of its chapter 11 cases that would result in a reorganization of the estates. To facilitate the process, in May 2009, the Company met with its stakeholders and the Auto Task Force and delineated principles designed to focus the parties on what Delphi's objectives were and what foundational items it would require for a consensual agreement. Similarly, the Auto Task Force set its own objectives for GM, which included the continuation and protection of supply by Delphi to GM where Delphi was a sole-source supplier – the primary reason that GM was interested in acquiring assets from Delphi. All of the negotiations held from that point forward were guided by those objectives with a focus on how a restructuring under a plan of reorganization might be achieved. Although the DIP Lenders were not yet prepared to partner with the Company, Delphi negotiated with a number of companies which were interested in completing a transaction with Delphi. Ultimately, Delphi and GM negotiated the master disposition agreement with affiliates of Platinum Equity Capital Partners II, L.P. ("Platinum Equity") that was filed on June 1, 2009. In addition, in the last week of May, while finalizing negotiations with potential purchasers, the Debtors participated in more than 20 hours of judicial mediation (as requested by the DIP Lenders) in an effort to resolve outstanding issues with the stakeholders. The discussions that took place at the mediation planted certain of the seeds that resulted in the favorable outcome that led to the Modified Plan that was ultimately confirmed.

38. On June 1, 2009, the Debtors filed a supplement to the Plan Modification Motion (the "Motion Supplement") which sought approval of certain additional modifications to the Confirmed Plan (the "Modified Plan") as well as supplemental disclosure and procedures for re-soliciting votes on the Modified Plan. The Modified Plan contemplated the completion of a sale transaction through an agreement (the "Platinum-GM MDA") with Parnassus Holdings II, LLC

("Parnassus"), an affiliate of Platinum Equity, and with the support of GM Components Holdings LLC ("GM Components"), an affiliate of GM. The Motion Supplement was approved, with further modifications, by order entered June 16, 2009 (Docket No. 17032) (the "Modification Procedures Order").<sup>12</sup> In addition to authorizing the Debtors to commence solicitation of votes on the Modified Plan, among other things, the Modification Procedures Order set forth a comprehensive set of supplemental procedures for evaluating non-solicited alternative transactions to the Platinum-GM MDA and provided for an auction open to DIP Lenders making a Pure Credit Bid (as defined therein). Prior to the Platinum-GM MDA, no other party, including the DIP Lenders, was prepared to commit the resources necessary to consummate a global transaction and assume the related liabilities in the manner that had been agreed to under the Platinum-GM MDA. As a result, the DIP Lenders were provided with a final opportunity to determine how they wanted to proceed in light of their significant investment in the Debtors.

39. Ultimately, the DIP Lenders concluded that it was in their economic interests to effectively become the Company's acquirer and plan sponsor. This was accomplished at an auction on July 26 and 27, 2009 at which the DIP Agent submitted a Pure Credit Bid on behalf of the DIP Lenders. The Pure Credit Bid included a credit bid of 100% of approximately \$3.4 billion in principal and interest due and owing in respect of the DIP Facility under the related DIP credit agreement, after giving effect to application of any cash collateral, and was based upon an alternative Master Disposition Agreement (the "Master Disposition Agreement") pursuant to which an entity controlled by the required lenders under the DIP Facility, would replace Parnassus as a purchaser. At the conclusion of the auction, the Board approved the Pure Credit Bid as the highest or otherwise best bid, subject to the parties' reaching a final agreement on the terms and

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<sup>12</sup> The Modification Procedures Order was later supplemented and amended by orders entered June 29 (Docket No. 17376), July 17 (Docket No. 18352), and July 21, 2009 (Docket No. 18551).



conditions of the order approving the Modified Plan. Through the consummation of the transactions underlying the Pure Credit Bid, the Debtors would be deemed to have satisfied their superpriority secured debt and would receive the DIP Lenders' consent to sell assets otherwise encumbered by the debt, thereby removing many of the obstacles to effectuating their plan of reorganization.

40. After holding a final plan modification hearing on July 29 and 30, 2009, the Court entered an order on July 30, 2009 approving the Modified Plan (Docket No. 18707). Following months of closing preparations, on October 6, 2009, the Modified Plan became effective and was substantially consummated. Upon the effectiveness of the Modified Plan, Delphi contemporaneously effectuated the Master Disposition Agreement (as well as other agreements). As a result, Delphi Automotive LLP became the operator of certain of Delphi's U.S. and non-U.S. businesses going forward with \$3.6 billion in emergence capital and capital commitments. GM Components and Steering Solutions Services Corporation acquired Delphi's North American sites and Delphi's global steering business, respectively. DPH Holdings emerged as a reorganized entity that retains certain residual non-core and non-strategic assets and liabilities that are expected to be divested over time.

Summary Of Services Rendered By  
Skadden During The Final Application Period

41. Throughout the Final Application Period, Skadden worked closely with the Debtors and their advisors to administer the estates and maximize the return for parties-in-interest. These services have been directed toward a myriad of tasks necessary to achieve this result. To meet the Debtors' needs, Skadden has provided multi-disciplinary services on a daily basis, often working nights, weekends, and holidays. Throughout this process, certain of the principal Skadden attorneys working on the Reorganization Cases were required, by agreement of the

Debtors, to devote the vast majority of their time to this matter, often to the exclusion of other clients. As a result of the efforts of the Debtors and their professionals during the Final Application Period, the Debtors made substantial progress in evaluating their businesses and pursuing their transformation plan and ultimately confirmed the Confirmed Plan at the end of the Final Application Period. Negotiating and reaching consensual agreements with its U.S. labor unions and GM and negotiating and continuing to reconcile claims asserted against the Debtors at an intense pace were also vital to confirmation of the Confirmed Plan.

42. At the commencement of the Reorganization Cases, Skadden created 45 different matter numbers or subject-matter categories (the "Matter Categories") to which its professionals assigned their billed time, all of which are related to the tasks performed by Skadden on the Debtors behalf.<sup>13</sup> Skadden has kept a contemporaneous record of the time spent rendering such services and, consistent with the Guidelines, separated tasks in billing increments of one-tenth of an hour. All of the services performed by Skadden have been legal in nature and necessary for the proper administration of the Reorganization Cases.

43. Skadden devoted approximately 72.2% of its time to the following 11 matters, each of which was responsible for fees in excess of \$2,500,000 during the Final Application Period: Reorganization Plan/Plan Sponsors, Claims Administration (General), Customer Matters (GM), Employee Matters (Labor Unions), Case Administration, Asset Dispositions (General), Disclosure Statement/Voting Issues, Creditor Meetings/Statutory Committees, Supplier Matters, Nonworking Travel Time, and Tax Matters.

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<sup>13</sup> There are now 47 Matter Categories because Skadden added two additional matter categories since the Petition Date. Exhibit C contains a table of all matter numbers used by Skadden in these Reorganization Cases, as well as a description of certain business statistics of Skadden in these Reorganization Cases.

44. Skadden devoted approximately 20.4% of its time in the aggregate to the following 11 matters, billings for each of which were between \$1,000,000 and \$2,500,000 during the Application Period: Employee Matters (General), Rights Offering, Retention/Fee Matters/Objections (Others), General Corporate Advice, Business Operations/Strategic Planning, Customer Matters (Reviews/Investigations), Litigation (Insurance Recovery), Retention/Fee Matters (SASM&F), Environmental Matters, Global Subsidiaries (Non-U.S.), and Financing (DIP And Emergence).

45. The remainder of time billed by Skadden (approximately 7.4%) was devoted to the following 18 matters, each of which accounted for less than \$1,000,000 during the Application Period: Automatic Stay (Relief Actions), Leases (Real Property), Secured Claims, Executory Contracts (Personalty), Claims Administration (Reclamation/Trust Funds), Employee Matters (Pension), Utilities, Asset Analysis And Recovery, Reports And Schedules, Intellectual Property, Real Estate (Owned), Liquidation/Feasibility, Litigation (General), Customer Matters (General), Insurance, Regulatory and SEC Matters, Asset Dispositions (Real Property), and Employee Matters (Retiree/OPEB).

Matters Exceeding \$2,500,000

A. Reorganization Plan/Plan Sponsors

46. For more than 13 months during the Final Application Period and beginning in August 2006, the Debtors, with Skadden's assistance, engaged in negotiations with various parties and drafted and negotiated multiple agreements and related documents that ultimately led to the filing of the September 2007 Plan. Despite the severe dislocation in the credit markets after the filing of the Debtors' plan and the economic downturn that negatively impacted the U.S. automotive industry, the Debtors, with the assistance of Skadden, were able to negotiate necessary revisions that culminated in the Court's confirmation of the Confirmed Plan on January 25, 2008.

47. The Framework Discussions. The framework discussions began in earnest on August 1, 2006 with meetings between the Debtors and its Statutory Committees. Promptly thereafter, the Debtors, GM, and the Creditors' Committee began exchanging proposals that addressed issues such as possible capital structures for the reorganized Debtors, disposition of the Debtors' legacy obligations, and various aspects of the Debtors' relationship with GM. On August 3, 2006, the Debtors, GM, the Creditors' Committee, and various professionals held the first of a series of extended meetings and negotiating sessions at Skadden's offices in New York. These discussions led to the exchange of various draft agreements and term sheets which, taken together, advanced negotiations towards the basis for a plan of reorganization.

48. By late September 2006, other stakeholders had joined the discussions. Specifically, the Debtors and their advisors met several times with representatives from the Equity Committee and an investor group led by Appaloosa and Harbinger Capital Partners, both separately and together with GM and the Creditors' Committee. The Debtors and their advisors also met with representatives from several other potential plan investors. The Debtors, with Skadden's assistance, negotiated and executed confidentiality agreements with all of these parties and responded to multiple diligence requests to advance the framework discussions.

49. In October 2006, the Debtors, with the assistance of Skadden, entered into non-disclosure agreements with Cerberus Capital Management, L.P. ("Cerberus") and other potential plan investors, and then expanded the framework discussions being conducted with the Statutory Committees and GM to include these potential plan investors as well as Appaloosa, which had been in discussion with stakeholders for some time. The framework discussions involved many implementation ideas for a transformed Delphi, and Skadden professionals assisted the Debtors in reviewing and evaluating carefully all of these suggestions. These discussions were

intended to provide a basis for developing the eventual framework for a reorganization plan. The discussions addressed various matters, including allocation of legacy liabilities, wind-down or divestiture of non-core North American facilities, GM's contribution and recovery, potential plan treatment for various stakeholders, the anticipated scope of, and potential limitations on, general unsecured claims, and the future capital structure and corporate governance for the company upon emergence.

50. On November 16, 2006, the Debtors selected the Appaloosa/Cerberus led group<sup>14</sup> as potential plan investors. The Debtors, at the direction of the Board, were instructed to pursue earnest negotiation of definitive documents with the plan investors to determine if there was a viable transaction that could be accomplished. By late November 2006, the Debtors and the plan investors began working on documenting the investment agreements during a series of drafting sessions. Prior to that time period, various groups had circulated and commented on draft term sheets outlining potential framework agreements and discussion points related to the framework agreements.

51. The Debtors reached significant milestones in their reorganization when on December 18, 2006, Delphi announced that it had accepted a proposal for the Original EPCA with affiliates of Appaloosa, Cerberus, and Harbinger as well as Merrill Lynch and UBS (collectively, the "Original Plan Investors"). The proposal called for the Original Plan Investors to invest up to \$3.4 billion in preferred and common equity in reorganized Delphi to support the Company's transformation plan as well as the reorganization plan framework agreement signed by Delphi, the Original Plan Investors, and GM on December 18, 2006, which was intended to facilitate the Debtors' emergence from chapter 11.

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<sup>14</sup> This group consisted of Appaloosa, Harbinger Capital Partners Master Fund I, Ltd. ("Harbinger"), Cerberus, Merrill Lynch & Co. ("Merrill Lynch"), and UBS Securities ("UBS").

52. The Original EPCA, the PSA, and several ancillary instruments (together, the "Original Framework Agreements") were the result of months of intense negotiation among the Debtors, the Statutory Committees, GM, and the Original Plan Investors. These agreements outlined a framework for a plan of reorganization, including an outline of the proposed financial recovery of the Company's stakeholders and the treatment of certain claims asserted by GM, the resolution of certain pension funding issues, and the corporate governance of reorganized Delphi. The PSA, as well as the economics and structure of the plan framework itself, was expressly conditioned on reaching consensual agreements with the Debtors' U.S. labor unions and GM.

53. The negotiations among the parties, however, did not end after the motion seeking approval of the Original Framework Agreements was filed on December 18, 2006.<sup>15</sup> Over the course of the twenty-four days between the filing of the motion seeking approval of the Framework Agreements and the two-day hearing on the Original Framework Agreements that commenced on January 11, 2007, the Debtors received multiple objections to the relief requested. The Debtors and Skadden conducted numerous "meet-and-confer" conferences with objecting parties, responded to the discovery and deposition requests of the objecting parties, received and evaluated an unsolicited, competing multi-billion dollar investment proposal from Highland, and resolved certain alleged ambiguities in the Framework Agreements. Ultimately, on January 12, 2007, after two days of testimony and arguments, the Court entered an order (the "Framework Approval Order") authorizing the Debtors to enter into the Framework Agreements. On January 18, 2007, the Original Framework Agreements were fully executed.

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<sup>15</sup> See Expedited Motion for Order Authorizing and Approving The Equity Purchase and Commitment Agreement Pursuant to Sections 105(a), 363(b), 503(b), and 507(a) of the Bankruptcy Code and the Plan Framework Support Agreement Pursuant To Sections 105(a), 363(b), and 1125(e) of the Bankruptcy Code (Docket No. 6179) (the "Framework Approval Motion").

54. Implementation Of Original EPCA And PSA. Following the entry of the Framework Approval Order, the Debtors turned their attention to implementing the terms of the Original Framework Agreements and developing a plan of reorganization based on the terms of the agreements. Two of the Debtors' most significant obligations under the Original Framework Agreements were to negotiate comprehensive settlement agreements with GM and the Debtors' U.S. unions. As a result of the progress achieved in connection with the Original Framework Agreements, the Debtors determined that the adjourned 1113/1114 Motion<sup>16</sup> and the GM Contract Rejection Motion<sup>17</sup> should be suspended to permit negotiations to continue. Accordingly, following entry of the Framework Approval Order, the Debtors sought, and this Court approved, an order suspending prosecution of those motions indefinitely, effective January 31, 2007 (Docket No. 6779).

55. In connection with the Original EPCA, the Debtors agreed to provide due diligence materials to the Original Plan Investors. On December 22, 2006, the Debtors received an expansive legal due diligence request from counsel to Appaloosa/Harbinger and Cerberus. In response to this diligence request, Skadden professionals worked with the Debtors to identify and provide responsive documents. Specifically, Skadden professionals conducted numerous in-person meetings and teleconferences with the various employees of the Debtors to gather documents to be made available for the Original Plan Investors' review. Skadden professionals reviewed and indexed each document that was provided and created a data room in Troy, Michigan for the Original Plan Investors' attorneys to review. This data room was in addition to

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<sup>16</sup> See Motion For Order Under 11 U.S.C. § 1113(c) Authorizing Rejection Of Collective Bargaining Agreements And Under 11 U.S.C. § 1114(g) Authorizing Modification of Retiree Welfare Benefits (Docket No. 3035).

<sup>17</sup> See Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006 Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation (Docket No. 3033).

the other data rooms that were established earlier in the Final Application Period with the assistance of Skadden in response to legal due diligence requests.

56. Over the next several months, attorneys for Appaloosa/Harbinger and Cerberus visited the data room on numerous occasions to review documents.<sup>18</sup> To facilitate this process, Skadden attorneys were on site in Troy to prepare and update the data room and to coordinate with counsel to the Appaloosa/Harbinger and Cerberus to ensure an appropriate setting and schedule for their review of documents. Throughout this process, Skadden professionals participated in numerous conference calls and in-person meetings between the Debtors and counsel for Appaloosa/Harbinger and Cerberus to ensure a timely and efficient flow of information between the parties. Following the on-site visits, Skadden also assisted the Debtors in responding to requests for copies of documents that were reviewed in the data room.

57. In addition to these due diligence efforts in Troy, Skadden worked with the Debtors' international legal staff to coordinate due diligence efforts by the Original Plan Investors outside the United States. With advice from Skadden, the Debtors set up various data rooms across the Americas, Asia, and Europe. Skadden also answered numerous inquiries raised by the Debtors in connection with the foreign diligence efforts. Finally, Skadden worked closely with the Debtors' global offices to obtain additional documents to be included in the data room in Troy.

58. Furthermore, in addition to the legal due diligence, the Original Plan Investors also conducted financial and other business-related due diligence. In connection with these due diligence efforts, the Debtors, with the assistance of their advisors, provided documents and presentations to the Original Plan Investors. To maintain coordination between the legal and business due diligence, Skadden attorneys communicated frequently with the Debtors'

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<sup>18</sup> This data room was used on numerous occasions and for various purposes in addition to the due diligence conducted by attorneys for Appaloosa/Harbinger and Cerberus.



accountants, as well as the Debtors' business personnel, regarding business-side diligence. This was particularly helpful because many follow-up legal diligence requests resulted from information received as part of the business diligence process. During May and June 2007, the Debtors, with the assistance of Skadden, also focused intensely on negotiations with their principal U.S. labor unions and GM.<sup>19</sup> During this time period, GM and the Debtors agreed on the documentation architecture for their settlement and restructuring agreements.

59. Termination Of Original EPCA And PSA. Despite many positive developments under the Original Framework Agreements, the Debtors determined that they would be unable to reach definitive agreements with their various constituencies and investors that would allow the Original Framework Agreements to serve as a basis for the Debtors' plan of reorganization. Therefore, on July 7, 2007, the Debtors sent a termination notice of the Original EPCA to the Original EPCA counterparties, and as a result, all obligations of the Original Plan Investors under the PSA were immediately terminated. On July 9, 2007, the Debtors publicly disclosed that they had terminated the Original EPCA and the PSA and undertook formal discussions with Appaloosa regarding its leading an investor group without Cerberus's participation to support Delphi's emergence from chapter 11 reorganization.

60. Consideration Of Delphi-Appaloosa EPCA. While negotiating with Appaloosa, the Debtors received a proposal from Highland, including a draft of a potential investment agreement. The Debtors, with the assistance of Skadden, reviewed and evaluated the various draft proposals and actively continued discussions with both Appaloosa and Highland while keeping their key stakeholders, including GM and the Statutory Committees, apprised of the plan investor developments.

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<sup>19</sup> Details about these negotiations are discussed in other sections of this Final Application.

61. In the weeks leading up to Highland's proposal, Highland engaged in due diligence to consider whether to submit a formal proposal to enter into an investment agreement with the Debtors. In connection with Highland's due diligence efforts and in addition to the business side diligence that commenced simultaneously, numerous attorneys for Highland visited the previously-established data room in Troy, Michigan on various occasions to review documents. To facilitate this review process, Skadden professionals were on site in Troy to prepare and update the data room and to coordinate with counsel to Highland to ensure sufficient access to the appropriate documents. Throughout this process, Skadden professionals participated in numerous conference calls and meetings between the Debtors and counsel to Highland to facilitate a timely and efficient flow of information between the parties.

62. On July 16 and 17, 2007, the Board met to consider two proposals for a new equity purchase and commitment agreement – one put forward by an investor group led by Appaloosa and the other proposed by Highland. After significant deliberations, on July 18, 2007, Delphi announced that it had accepted the proposal submitted by the investor group led by Appaloosa. While the negotiations were taking place, Skadden assisted the Debtors in drafting a motion requesting this Court's approval of the proposal which was referred to as the "Delphi-Appaloosa EPCA."<sup>20</sup> Under the Delphi-Appaloosa EPCA, the investors (the "New Plan Investors") agreed to invest up to \$2.55 billion in cash to support the Company's transformation and reorganization plans in exchange for preferred and common equity in reorganized Delphi. This Court approved the Delphi-Appaloosa EPCA on August 2, 2007.<sup>21</sup>

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<sup>20</sup> Expedited Motion For Order Authorizing And Approving Delphi-Appaloosa Equity Purchase And Commitment Agreement Pursuant To 11 U.S.C. §§ 105(a), 363(b), 503(b), And 507(a) filed on July 18, 2007 (Docket No. 8673).

<sup>21</sup> Order Authorizing And Approving Delphi-Appaloosa Equity Purchase And Commitment Agreement Pursuant To 11 U.S.C. §§ 105(a), 363(b), 503(b), And 507(a) (Docket No. 8856).

63. Development Of Delphi's Original Plan Of Reorganization. In connection with the Debtors' negotiations with potential plan investors and other parties-in-interest, the Debtors, with Skadden's assistance, also worked to draft and negotiate their plan of reorganization, including researching various related legal issues. After the Debtors formally entered into the Delphi-Appaloosa EPCA, Skadden assisted the Debtors in updating and revising the draft plan of reorganization in accordance with the terms of the Delphi-Appaloosa EPCA. On September 6, 2007 – the same date that a settlement was executed with GM – the Debtors filed the September 2007 Plan and September 2007 Disclosure Statement with this Court. The filing of the September 2007 Plan and announced settlement with GM were milestone events in the Reorganization Cases that resulted from many months of extraordinary work and effort put forth by the Debtors and their professional advisors, including Skadden.

64. To achieve these milestones, Skadden participated in numerous meetings with representatives and key executives of the Debtors to coordinate the review of the September 2007 Plan and related exhibits. Additionally, Skadden assisted the Debtors and their financial advisors in evaluating dozens of proposed changes to these documents. Skadden also worked closely with the Debtors and representatives of the New Plan Investors, GM, and other key parties to negotiate, coordinate, and incorporate the various proposed changes to the September 2007 Plan and related Disclosure Statement.

65. Development Of Delphi's First Amended Plan Of Reorganization. After filing the September 2007 Plan, the Debtors were required to consider amendments to the plan when the Debtors concluded that severe dislocation in the capital markets could preclude the Debtors from raising approximately \$7.1 billion in funded debt to finance the plan of reorganization. In addition, Delphi learned that an independent, third-party forecasting service

had predicted a material decrease in GM North America production volumes. These events led the New Plan Investors to seek an adjustment to the buy-in price for their investment in reorganized Delphi. Nevertheless, the hearing on the adequacy of the September 2007 Disclosure Statement commenced on October 3, 2007 during the Seventh Application Period, but several potential objectors were granted additional time to evaluate that disclosure statement. The Debtors also advised this Court that Delphi was considering certain limited amendments to the September 2007 Plan and September 2007 Disclosure Statement in connection with exit financing and key stakeholder discussions (the "Potential Amendments"). Several objections to the adequacy of the September 2007 Disclosure Statement were either resolved, overruled, or withdrawn at the October 3, 2007 hearing, and the hearing was adjourned to October 25, 2007.

66. Seeking to maintain the value of the estates despite the dislocation in the credit markets, the Debtors, with Skadden's assistance, engaged in discussions with the Statutory Committees, the New Plan Investors, and GM regarding the Potential Amendments. To allow additional time to negotiate, the hearing on the adequacy of the Disclosure Statement was further adjourned to November 8, 2007. As a result of those discussions, the Debtors, after consulting with the Creditors' Committee, proposed an Investment Agreement amendment and filed proposed amendments to the September 2007 Plan on October 29, 2007. Throughout this process, Skadden assisted the Debtors in the negotiations and in drafting the amendments to the Investment Agreements.

67. Unfortunately, the proposed investment agreement amendments were ultimately not accepted by all of the New Plan Investors, and the proposed amendments terminated by their own terms on November 6, 2007. Thereafter the Debtors, with the assistance of Skadden, continued to negotiate revisions to the Investment Agreement and the September 2007 Plan. The

Debtors and their advisors believed that it was essential to maintain the momentum gained in the process and to push the parties, as much as possible, to reach a consensual agreement. This time, however, the Debtors could reach agreement on the terms of the Potential Amendments only with GM and the New Plan Investors – the two parties providing more than \$10 billion to the Debtors' reorganization. Thereafter, the Debtors filed the restated proposed Investment Agreement amendment on November 14, 2007.

68. On November 21, 2007, certain parties filed supplemental or new objections to the September 2007 Disclosure Statement. In their ongoing pursuit to reach consensus of their major stakeholders, the Debtors nevertheless continued their discussions with the Statutory Committees, GM, and the New Plan Investors. These discussions led to the December 3, 2007 filing of the second restated proposed Investment Agreement and additional proposed amendments to the September 2007 Plan. The proposed plan still provided for par plus accrued interest recovery at Plan value for senior creditors, but contained higher buy-in prices for the New Plan Investors than under the November 14 amendments and included a lower recovery for GM.

69. Confirmation Of Delphi's First Amended Plan Of Reorganization. On December 5, 2007, the Debtors filed certain proposed changes to the September 2007 Plan and Disclosure Statement together with their omnibus reply to objections. Following a contested hearing held December 6, 2007, the Court on December 10, 2007, entered orders approving the adequacy of the Disclosure Statement, authorizing the Debtors to solicit votes on their plan of reorganization, and approving the Delphi-Appaloosa EPCA and the PSA. On that same date and in connection with the Court's December 10 orders, the Debtors filed their First Amended

Disclosure Statement (Docket No. 11388) and the First Amended Plan of Reorganization (Docket No. 11386).

70. Over the course of the next several weeks, the Debtors, with the assistance of Skadden, drafted and filed the exhibits to the December 2007 Plan. Parties-in interest filed 53 objections to the December 2007 Plan. Several of these parties took discovery of the Debtors, which required the Debtors, with Skadden's assistance, to review and produce responsive documents. In addition, Skadden professionals fielded numerous telephonic and electronic inquiries regarding the terms of the December 2007 Plan. Skadden professionals researched issues raised by the objections to the plan and prepared a memorandum of law in support of the plan. Moreover, during this time the Debtors, with Skadden's assistance, drafted declarations of 11 witnesses in support of the December 2007 Plan and defended depositions of the various witnesses taken by objectors. In addition, Delphi and Skadden professionals compiled and coordinated a joint exhibit list of more than 550 exhibits that were entered into evidence at the confirmation hearing.

71. The Debtors, with the assistance of Skadden, engaged in extensive negotiations with objecting parties in an effort to resolve such parties' objections and negotiated settlements with many of the objecting parties prior to and during the three-day confirmation hearing. The Debtors succeeded in resolving many of the objections without litigation. For the remaining objections, the Debtors and Skadden professionals prepared for the hearing before this Court and presented their case for confirmation. Ultimately, nearly all of the unresolved objections were overruled. For those that were granted in part, the Debtors, with Skadden's assistance, made the necessary changes to the December 2007 Plan and related exhibits. Finally, the Debtors and Skadden drafted and negotiated with parties-in-interest the order confirming the

December 2007 Plan as amended. This Court entered an order (Docket No. 12359) confirming the plan on January 25, 2008.

72. In addition to the above, throughout the Final Application Period, the Debtors, with the assistance of Skadden, filed five motions, one of which was filed during the Seventh Application Period, to extend their exclusive periods for filing a plan of reorganization and soliciting acceptances thereof. Each such motion was subsequently granted by the Court to allow the Debtors to retain their exclusivity rights throughout the Final Application Period.

73. In connection with the foregoing services, Skadden expended 30,622.70 hours during the Final Application Period for which Skadden seeks compensation of \$17,181,865, or 19.0% of the total compensation sought in this Final Application.<sup>22</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-1. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Eric L. Cochran	\$920	557.40	\$512,808	\$862	1,748.70	\$1,507,551
John (Jack) Wm Butler, Jr.	\$950	457.70	\$434,815	\$893	1,499.80	\$1,338,869
Nathan L. Stuart	\$575	631.60	\$363,171	\$518	2,213.00	\$1,145,968
Kayalyn A. Marafioti	\$895	416.30	\$372,589	\$849	1,182.90	\$1,004,612
George N. Panagakis	\$870	178.30	\$155,121	\$815	1,138.50	\$927,763
Daniel I. Ganitsky	\$625	514.10	\$321,313	\$600	1,356.70	\$814,235
Adlai S. Hardin	\$625	332.80	\$208,002	\$593	1,331.60	\$789,049

<sup>22</sup> Of this amount, 11,474.50 hours and \$6,754,699 of fees were expended in the Seventh Application Period. This compares to \$14,195, or 0.2%; \$20,728, or 0.2%; \$820,818, or 8.2%; \$4,147,192, or 32.3%; \$2,515,285, or 20.0%; and \$2,925,360, or 19.0%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Albert L. Hogan III	\$775	578.50	\$448,339	\$742	986.80	\$732,109
Thomas J. Matz	\$665	348.20	\$231,554	\$634	1,112.40	\$705,607
Lee P. Garner	\$710	559.20	\$397,032	\$677	907.90	\$614,971
Ian S. Bolton	\$460	217.40	\$100,004	\$400	1,462.80	\$585,710
Adam F. Halper	\$460	617.90	\$284,234	\$421	1,375.90	\$579,854
John Guzzardo	\$495	680.80	\$336,997	\$469	1,208.00	\$566,330
Ron E. Meisler	\$710	199.20	\$141,432	\$617	913.10	\$563,134
Neil MacDonald	\$640	614.40	\$393,216	\$627	829.30	\$520,247
Michael W. Perl	\$495	185.70	\$91,923	\$444	1,140.80	\$506,670
Kellan Grant	\$540	223.90	\$120,906	\$487	749.60	\$364,937
Nick D. Campanario	\$610	258.90	\$157,929	\$568	591.20	\$335,710
Kurt Ramlo	\$665	262.10	\$174,298	\$640	486.90	\$311,451
Christopher P. Connors	\$625	340.40	\$212,751	\$625	340.40	\$212,751
J.R. Lederer				\$342	600.00	\$205,322
Matthew Gartner	\$420	27.70	\$11,634	\$359	462.60	\$166,025
Allison V. Herriott	\$495	236.20	\$116,920	\$467	350.40	\$163,642
Lisa B. Diaz	\$460	13.00	\$5,980	\$345	443.60	\$152,840
Sarah J. Platt	\$420	202.60	\$85,092	\$385	343.90	\$132,503
Tero Louko	\$635	110.50	\$70,169	\$612	205.20	\$125,569
Brett Arkuss	\$420	155.30	\$65,226	\$389	294.60	\$114,678
Natalia F. Lazarova				\$470	224.10	\$105,327
Brian M. Fern	\$625	47.10	\$29,438	\$554	181.80	\$100,697
Rita Sinkfield Belin	\$625	123.70	\$77,313	\$617	156.20	\$96,326
Rena M. Samole	\$625	143.60	\$89,750	\$624	145.50	\$90,824
Karen M. Suber	\$420	97.00	\$40,740	\$391	176.50	\$68,964
Marie L. Gibson				\$670	99.90	\$66,933
Antonio La Pergola				\$565	109.40	\$61,812
Melissa T. Kahn	\$540	5.20	\$2,808	\$473	127.20	\$60,148
John K. Lyons	\$845	57.50	\$48,588	\$837	64.90	\$54,323
Brent M. Houston				\$435	118.70	\$51,636
Joseph N. Wharton	\$625	54.50	\$34,063	\$603	85.40	\$51,522
Brandon M. Duncomb	\$375	133.20	\$49,951	\$375	133.20	\$49,951



Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Amy Van Gelder	\$540	89.20	\$48,168	\$540	89.20	\$48,168
Eric J. Howe	\$460	96.30	\$44,298	\$457	101.20	\$46,209
Gregory O. Ogunsanya				\$489	93.60	\$45,806
Barbora Bednarova	\$460	96.50	\$44,390	\$460	96.50	\$44,390
John M. McLeod				\$585	72.50	\$42,413
Courtney E. VanLonkhuyzen				\$435	86.70	\$37,715
M. Janine Jjingo	\$460	5.90	\$2,714	\$395	89.20	\$35,201
Mike Murphy	\$375	81.20	\$30,450	\$375	81.20	\$30,450
Kara R. Garcia				\$495	56.70	\$28,067
Laverne F. Hill	\$460	55.10	\$25,346	\$460	55.10	\$25,346
Peter Olasky				\$422	58.40	\$24,673
Denise Kaloudis	\$575	7.60	\$4,371	\$511	37.30	\$19,073
Randall G. Reese				\$475	31.70	\$15,057
Ronald D. Kohut	\$540	25.90	\$13,986	\$540	25.90	\$13,986
Britta Horstmann				\$390	35.40	\$13,806
Carl T. Tullson	\$375	35.60	\$13,351	\$375	35.60	\$13,351
Neal R. Stoll				\$865	14.30	\$12,370
Dolores De Elizalde				\$488	24.50	\$11,968
John P. Furfaro	\$870	7.00	\$6,090	\$854	9.50	\$8,115
Kenneth Berlin	\$895	3.40	\$3,043	\$827	7.40	\$6,123
Paul L. Cazers	\$460	11.10	\$5,106	\$460	11.10	\$5,106
N. Lynn Hiestand	\$950	4.50	\$4,275	\$950	4.50	\$4,275
Michelle Gasaway				\$625	4.30	\$2,688
Kathy Zambrano				\$410	5.10	\$2,091
Haim Zaltzman				\$295	6.50	\$1,918
William M. Rohner				\$495	3.50	\$1,733
Christian Pilkington				\$585	1.80	\$1,053
Paraprofessionals Total		1,373.30	\$323,005		2,584.60	\$594,144
<b>Total</b>		<b>11,474.50</b>	<b>\$6,754,699</b>		<b>30,622.70</b>	<b>\$17,181,865 (19.0%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$401,664</b>	<b>\$936,574</b>		

B. Claims Administration (General)

74. Given the vast number of suppliers, employees, labor unions, litigation claimants, stockholders, lenders, bondholders, and other parties-in-interest in the Reorganization Cases and the aggregate amount of claims asserted by claimants, the Debtors, with the assistance of Skadden, were required to devote significant time and resources to matters pertaining to claims filing, review, and administration throughout the Final Application Period. These claims administration matters required attention in part because a requirement of both the Original EPCA and the Delphi-Appaloosa EPCA was that the allowed or estimated amount for certain "trade and other unsecured claims" not exceed \$1.45 billion. This condition was satisfied by the end of the Final Application Period. As a result of the considerable efforts expended by the Debtors, Skadden, and other professionals on claims administration matters, by the end of the Final Application Period, the Debtors' claims process was at an advanced stage relative to what is more typical in other large, complex reorganization cases.

75. As of the end of the Final Application Period, the Debtors had received approximately 16,700 proofs of claim, a portion of which assert, in part or in whole, unliquidated claims. In addition, the Debtors had compared proofs of claim received to scheduled liabilities and determined that there are certain scheduled liabilities for which no proof of claim was filed. In the aggregate, these proofs of claim and scheduled liabilities assert more than \$37 billion in liquidated amounts plus certain unliquidated amounts.

76. During the Final Application Period, Skadden assisted the Debtors in obtaining court approval of a claims bar date and oversaw preparation of notices and customized proof of claim forms to be sent to creditors. After the passage of the claims bar date on July 31, 2006 (the "Bar Date"), Skadden assisted the Debtors and other professionals, including Kurtzman

Carson Consultants LLC ("KCC"), the claims and noticing agent in these cases, FTI Consulting, Inc. ("FTI"), the Debtors' financial advisors, and other outside advisors and service providers in reviewing and reconciling proofs of claim. This review and reconciliation process allowed the Debtors to identify grounds for objecting to those claims.

77. To streamline the process of obtaining this Court's approval of settlements of disputes, including disputed proofs of claim, Skadden filed a motion to implement procedures for settling claims and controversies outside the Debtors' ordinary course of business without further hearing and notice. Skadden assisted the Debtors in negotiating with Creditors' Committee as well as certain parties who formally objected to this requested relief and were able to reach an agreement on the terms of an order establishing the settlement procedures.

78. In an effort to reduce the allowed or estimated amount for certain trade and other unsecured claims, among other claims, during the Final Application Period the Debtors, with the assistance of Skadden and other professionals, devoted a significant amount of time to (i) identifying disputed proofs of claim, (ii) objecting to these proofs of claim pursuant to omnibus claims objections, (iii) presenting omnibus objections at omnibus hearings, and (iv) litigating and/or resolving contested claim objections. The Debtors, with the assistance of Skadden and other professionals, filed 25 omnibus claims objections during the Final Application Period, objecting to approximately 13,400 proofs of claim which asserted approximately \$10.1 billion in aggregated liquidated amounts plus additional unliquidated amounts. This Court has entered orders disallowing and/or claimants have withdrawn approximately 9,600 of those proofs of claim, which reduced the amount of asserted claims by approximately \$9.7 billion in aggregate liquidated amounts plus additional unliquidated amounts. In addition, as of the end of the Final Application Period, this Court had entered orders modifying approximately 3,460 claims,

reducing the aggregate amounts asserted with respect to those claims from \$720 million to \$530 million, which amounts are subject to further objection by the Debtors at a later date on any basis.

79. Due to the volume of filed claims and the need for an expedited resolution of contested claims matters, Skadden and the Debtors' claims reconciliation team designed a process for streamlining the resolution of such claims. Skadden assisted the Debtors in obtaining court approval of claims objection procedures that would be applied to claims that became contested when claimants responded to an omnibus claims objection. These procedures were designed to, among other things, (i) facilitate resolution of claims without resort to evidentiary hearings when unnecessary, (ii) establish a mechanism to adjudicate the legal sufficiency of a claim through abbreviated procedures culminating in a sufficiency hearing in which the parties would litigate only legal questions, and (iii) limit the scope of discovery, the number of witnesses at a hearing, and the time allotted for a hearing. Pursuant to these procedures, the Debtors scheduled many claims for adjudication in a contested hearing before this Court, held multiple "meet and confer" discussions and mediations, and ultimately resolved many contested claims both prior to and at hearings before this Court.

80. In addition, at the direction of this Court, Skadden assisted the Debtors in developing a procedure for expunging proofs of claims filed after the Bar Date when the claimant did not file a motion seeking leave of this Court to file an untimely claim. Pursuant to this procedure, the Debtors would serve a notice on such a claimant requiring the claimant to file a motion within 10 days seeking leave to file an untimely claim or this Court would enter an order disallowing and expunging the untimely claim. As a result of these procedures, multiple motions were filed by claimants who had filed untimely claims without also seeking leave to file such

claims after the Bar Date. With Skadden's assistance, the Debtors objected to each of these motions, all of which were subsequently denied or withdrawn.

81. Furthermore, in connection with the Confirmed Plan, Skadden assisted the Debtors in their attempt to quantify the large amount of unliquidated claims by filing a motion to (i) estimate and set a maximum cap amount on these claims solely for the purposes of distribution and voting and (ii) establish certain expedited estimation procedures. Skadden further assisted the Debtors in analyzing and resolving multiple substantive objections to these estimation procedures. Due to these efforts throughout the Final Application Period, the Debtors were able to satisfy the condition contained in the Delphi-Appaloosa EPCA that trade and other unsecured claims be reduced to \$1.45 billion or less.

82. In connection with the foregoing services, Skadden expended 27,876.70 hours during the Final Application Period for which Skadden seeks compensation of \$12,982,125, or 14.3% of the total compensation sought in this Final Application.<sup>23</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-2. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
John K. Lyons	\$845	511.10	\$431,881	\$790	1,753.90	\$1,386,457
Joseph N. Wharton	\$625	808.70	\$505,439	\$587	2,233.60	\$1,310,510
Christopher P. Connors	\$625	437.90	\$273,688	\$595	1,827.20	\$1,086,431

<sup>23</sup> Of this amount, 7,258.80 hours and \$3,641,967 of fees were expended in the Seventh Application Period. This compares to \$31,974, or 0.3%; \$151,245, or 1.3%; \$467,214, or 4.7%; \$2,081,005, or 16.2%; \$3,336,137, or 26.5%; and \$3,282,362, or 21.3%; of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Lisa B. Diaz	\$460	741.00	\$340,860	\$396	2,661.10	\$1,054,414
Eric J. Howe	\$460	552.30	\$254,058	\$406	2,411.60	\$979,185
Sarah J. Platt	\$420	434.60	\$182,532	\$366	2,130.80	\$780,414
Laverne F. Hill	\$460	479.30	\$220,478	\$418	1,191.30	\$498,158
Albert L. Hogan III	\$775	51.40	\$39,836	\$701	646.90	\$453,711
Michael W. Perl	\$495	375.40	\$185,824	\$453	967.80	\$438,440
Randall G. Reese				\$515	843.70	\$434,239
Amy Van Gelder				\$470	817.30	\$384,131
Melissa T. Kahn	\$540	318.50	\$171,990	\$500	731.20	\$365,959
Courtney E. VanLonkhuyzen				\$435	775.00	\$337,126
Nick D. Campanario	\$610	188.00	\$114,680	\$561	542.00	\$304,072
Ian S. Bolton	\$460	285.90	\$131,514	\$420	666.00	\$279,588
Allison V. Herriott				\$415	621.40	\$257,923
Thomas J. Matz	\$665	73.40	\$48,812	\$617	368.20	\$227,293
Kurt Ramlo	\$665	259.40	\$172,502	\$655	337.90	\$221,307
Kayalyn A. Marafioti	\$895	27.50	\$24,614	\$833	230.70	\$192,278
Carl T. Tullson	\$365	500.40	\$182,492	\$362	527.30	\$190,966
Matthew Gartner	\$420	83.10	\$34,902	\$369	389.20	\$143,569
Brent M. Houston				\$431	303.10	\$130,722
Brandon M. Duncomb	\$368	301.30	\$110,961	\$366	316.30	\$115,686
Ron E. Meisler	\$710	14.30	\$10,153	\$598	178.40	\$106,634
John Guzzardo				\$434	232.80	\$101,066
John (Jack) Wm Butler, Jr.	\$950	18.60	\$17,670	\$881	112.80	\$99,375
Brian M. Fern	\$625	14.40	\$9,000	\$528	148.50	\$78,345
George N. Panagakis	\$870	2.00	\$1,740	\$812	73.40	\$59,574
M. Janine Jjingo				\$339	136.70	\$46,356
Rena M. Samole				\$565	60.30	\$34,071
Nathan L. Stuart				\$456	51.30	\$23,375
Kenneth Berlin				\$795	28.50	\$22,665
Haim Zaltzman				\$323	69.10	\$22,341
Adlai S. Hardin	\$625	16.10	\$10,063	\$603	36.40	\$21,940
Mike Murphy	\$349	45.40	\$15,856	\$349	45.4	\$15,856

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Louis D. Wilson				\$585	20.50	\$11,993
Lee P. Garner				\$625	16.40	\$10,251
Kellan Grant	\$540	4.30	\$2,322	\$475	20.10	\$9,556
J.R. Lederer				\$330	22.60	\$7,461
Karen M. Suber	\$420	17.10	\$7,182	\$420	17.10	\$7,182
Matthew J. Micheli				\$440	15.20	\$6,688
John P. Furfaro				\$810	7.90	\$6,399
William M. Rohner			•	\$495	12.00	\$5,941
Ronald D. Kohut	\$540	10.30	\$5,562	\$540	10.30	\$5,562
Paul L. Cazers	\$460	11.60	\$5,336	\$460	11.60	\$5,336
Dolores De Elizalde				\$460	8.40	\$3,861
Dhananjai Shivakumar				\$625	4.60	\$2,875
Jay S. Berke				\$810	3.00	\$2,430
Kathy Zambrano				\$410	4.10	\$1,681
Jenelle M. Todryk				\$535	2.50	\$1,338
Paraprofessionals Total		675.50	\$130,020		3,233.30	\$689,394
<b>Total</b>		<b>7,258.80</b>	<b>\$3,641,967</b>		<b>27,876.70</b>	<b>\$12,982,125 (14.3%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$140,773</b>	<b>\$502,575</b>		

C. Customer Matters (GM)

83. During the Final Application Period, Skadden assisted the Debtors with various matters related to GM, the Debtors' largest customer and former parent. At the outset of the Reorganization Cases, the Debtors and their advisors negotiated extensively with GM with respect to the application of various first-day orders in the period both before and after the Petition Dates. This included addressing GM's concerns with respect to setoff rights under the order granting the Debtors' motion for approval of their debtor-in-possession financing (the "DIP Financing Order") as well as customer and vendor matters. The Debtors, with Skadden's

assistance, also met with and discussed with GM comprehensive solutions with regard to human capital matters relating to collective bargaining agreements, pension plans, and OPEB liabilities. Skadden assisted the Debtors in developing strategy and otherwise drafting documentation in an attempt to engender GM's support. In addition, the Debtors met with and negotiated interim support payments from GM by postponing previously agreed-upon price reductions.

84. Skadden also spent significant time reviewing certain of the Debtors' contracts with GM in preparation for the Debtors' motion to reject contracts under section 365 of the Bankruptcy Code. The Debtors, in conjunction with FTI and Skadden, reviewed contracts where the Debtors were providing goods to GM at a loss. To facilitate this process, Skadden devoted significant time to conducting legal research regarding the rejection of executory contracts, developing a diligence list to ensure the proper review of contracts, and drafting the GM Contract Rejection Motion in the event that a consensual resolution could not be reached. In addition, Skadden assisted the Debtors in reviewing expired contracts between the Debtors and GM and conducted research regarding the Debtors' legal options relating to performance under the expired contracts while negotiating terms for new supply contracts with GM. On March 31, 2006 the Debtors, with the assistance of Skadden, filed the GM Contract Rejection Motion. On the same date, the Debtors delivered to GM a letter regarding commercial agreements that expired between October 1, 2005 and March 31, 2006, the terms of which the Debtors wished to reset if GM were to renew the contracts. In their March 31, 2006 press release, the Debtors stated that they would not unilaterally revise the terms and conditions on which the Debtors were providing interim supply of parts to GM in connection with the expired contracts or file additional contract rejection motions prior to May 12, 2006 so long as GM did not initiate re-sourcing or other hostile commercial initiatives against the Debtors.



85. The GM Contract Rejection Motion was initially scheduled to be heard on May 12, 2006. In early April 2006, the Debtors were served with discovery requests by GM and other constituents related to the motion. In light of the originally scheduled hearing date, Skadden and FTI assisted the Debtors in responding on an expedited basis to GM's discovery requests. Skadden devoted a substantial amount of time to reviewing documents produced by both the Debtors and GM in response to various discovery requests. The Debtors produced more than 50,000 pages of documents in response to GM's discovery requests. In connection with GM's discovery requests, the Debtors also spent a significant amount of time preparing for the depositions of certain Delphi and GM witnesses. The Debtors, FTI, and Skadden spent considerable time preparing for a hearing on the motion, including the filing of the Debtors' response to GM's objection to the GM Contract Rejection Motion, the preparation of trial exhibits, and the preparation of various direct- and cross-examination materials. Nevertheless, as a result of the progress achieved in connection with the Original Framework Agreements, the Debtors ultimately sought, and this Court approved, an order suspending prosecution of the GM Contract Rejection Motion indefinitely, effective January 31, 2007 (Docket No. 6778). The suspension of the GM Contract Rejection Motion continued in effect through the remainder of the Reorganization Cases to allow the Debtors to continue to pursue a consensual resolution of various commercial and structural issues with GM.

86. In addition, as discussed above, one of the key tenets of the Debtors' transformation plan was finalizing GM's financial support for the Debtors' legacy and labor costs and documenting GM's business commitment to the Company following the Debtors' emergence from chapter 11. Accordingly, in July 2006, the Debtors, with the assistance of Skadden, and GM began to focus on bilateral negotiations concerning operational and structural issues. These

negotiations grew into broader framework discussions with the statutory committees and later with several potential plan investors, as discussed above in greater detail.

87. In connection with these framework discussions, both Delphi and GM devoted significant resources to negotiating the terms of a comprehensive settlement of existing disputes and certain claims. The culmination of extensive negotiations between both the Debtors and GM was their agreement to enter into two principal agreements: (a) the GSA and (b) the MRA. The GSA addressed primarily those matters for which the Debtors and GM have agreed upon resolutions that can be implemented in the short term. Accordingly, most obligations set forth in the GSA were to be performed upon, or as soon as reasonably practicable after, the effective date of the Debtors' reorganization plan. By contrast, resolution of most of the matters addressed in the MRA required a significantly longer period that would extend for a number of years after confirmation of the plan. Both agreements were integral to the Debtors' financial and commercial transformation, and both were necessary components of the Debtors' plan.

88. The discussions between the Debtors and GM that ultimately led to the terms set forth in the GSA and the MRA began prior to the Petition Date and intensified after the Debtors filed the GM Contract Rejection Motion. As part of a joint effort to avoid litigation related to the GM Contract Rejection Motion, during the spring and summer of 2006, the Debtors and GM developed the framework for GM's contributions to the Debtors in support of the Transformation Plan and the guiding tenets for strengthening the parties' business relationship to achieve mutually beneficial commercial and strategic objectives, which are reflected in the GSA and the MRA.

89. The Debtors' discussions with GM continued through April 2007. By May 2007, the parties had agreed on the broad outlines of the GSA and the MRA. Working groups of

specialists in various subject matter areas together with senior management of the Debtors and GM developed comprehensive approaches for addressing a wide range of matters, including the resolution of issues related to the Debtors' pension and retiree benefit plans, the disposition of various legacy agreements between the Debtors and GM, the restructuring of the Debtors' U.S. manufacturing base, and the adoption of guidelines for certain ongoing commercial agreements. The parties exchanged initial drafts of various sections of the GSA and the MRA in July 2007 and negotiated specific terms and conditions over the succeeding six weeks. Both the Settlement Agreement and the Restructuring Agreement were substantially complete by the end of August 2007.

90. On September 6, 2007, the Debtors and GM reached a final agreement on the definitive terms of the GSA and MRA. On the same day, both agreements, together with their respective accompanying exhibits, were filed with this Court as exhibits to the September 2007 Plan. Following the completion of these negotiations and the filing of the two agreements with the September 2007 Plan, the Debtors and GM negotiated amendments to both documents. The amendments were primarily related to change in consideration that was to be received by GM. These proposed amendments were filed during the Seventh Application Period on October 29, November 14, and December 3, 2007, together with additional proposed changes to the September 2007 Plan.

91. Throughout this process, Skadden professionals provided extensive assistance to the Debtors in drafting and negotiating the GSA and MRA. Skadden attorneys from various disciplines attended and participated in numerous negotiating sessions with GM and its counsel. Skadden attorneys also drafted, reviewed, and revised both agreements throughout the

negotiation process. Finally, Skadden attorneys prepared materials related to the agreements for the benefit of various constituencies, including the Board and the Statutory Committees.

92. On July 31, 2006, GM filed a proof of claim asserting, among other things, unliquidated amounts arising from GM warranty claims, alleging that GM would incur additional costs over time. During discussions with GM regarding the GSA and MRA, the parties expressed interest in resolving known warranty claims. Accordingly, the Debtors, with the assistance of Skadden, negotiated with GM to resolve these warranty claims. During these negotiations, GM advised the Debtors that since July 31, 2006, the aggregate amount of the warranty claims had increased substantially from the amount originally asserted in GM's proof of claim. After several months of negotiations, the Debtors, with Skadden's assistance, agreed to settle all known outstanding GM warranty claims pursuant to a settlement agreement with GM. In connection with the settlement agreement, Skadden assisted the Debtors in drafting and prosecuting a motion to approve the settlement agreement, which was approved by this Court at the beginning of the Seventh Application Period, on October 2, 2007 (Docket No. 10408). In accordance with that order, (a) the liquidated component of GM's claim relating to warranty claims was reduced by \$530,081,671, which included, without limitation, the personal injury claims related to warranty claims asserted in GM's proof of claim, and (b) an unliquidated component relating to warranty claims were expunge with prejudice the.

93. In connection with the foregoing services, Skadden expended 12,030.50 hours during the Final Application Period for which Skadden seeks compensation of \$6,098,537, or 6.7% of the total compensation sought in this Final Application.<sup>24</sup> Detailed time entries of each

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<sup>24</sup> Of this amount, 252.10 hours and \$164,496 of fees were expended in the Seventh Application Period. This compares to \$458,182, or 5.0%; \$1,789,803, or 15.8%; \$1,699,180, or 16.9%; 80,818, or 0.6%; \$308,254, or 2.4%; and \$1,602,592, or 10.4%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-3. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Dhananjai Shivakumar				\$560	1,169.70	\$655,260
Eric L. Cochran	\$920	40.60	\$37,352	\$824	747.80	\$616,389
Adlai S. Hardin	\$625	45.40	\$28,375	\$569	1,057.30	\$601,628
Nathan L. Stuart				\$440	1,331.30	\$586,361
John (Jack) Wm Butler, Jr.	\$950	14.90	\$14,155	\$857	562.60	\$482,158
Gregory O. Ogunsanya				\$494	857.50	\$423,848
Kayalyn A. Marafioti	\$895	9.60	\$8,592	\$805	412.20	\$331,763
Albert L. Hogan III	\$775	2.60	\$2,015	\$622	450.60	\$280,128
Daniel I. Ganitsky	\$625	49.40	\$30,876	\$590	436.20	\$257,155
Courtney E. VanLonkhuyzen				\$375	677.00	\$253,876
John Guzzardo				\$376	506.00	\$190,190
Sina Toussi				\$540	246.80	\$133,272
Rena M. Samole	\$625	2.10	\$1,313	\$566	176.70	\$99,963
Nick D. Campanario				\$465	209.40	\$97,371
Karen M. Suber	\$420	28.70	\$12,054	\$362	268.70	\$97,255
Thomas J. Matz				\$584	139.70	\$81,614
Ron E. Meisler				\$582	138.10	\$80,393
Brian M. Fern	\$625	19.10	\$11,938	\$571	122.70	\$70,090
David E. Springer				\$755	69.90	\$52,776
Lisa B. Diaz				\$295	148.20	\$43,720
Lee P. Garner				\$565	57.70	\$32,608
Venera E. Ziegler				\$510	62.00	\$31,620
Adam F. Halper	\$460	28.80	\$13,248	\$418	71.90	\$30,057
George N. Panagakakis				\$767	38.80	\$29,756

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Haim Zaltzman				\$313	77.90	\$24,393
Laverne F. Hill				\$390	59.50	\$23,205
Peter E. Krebs				\$410	56.00	\$22,960
Melissa T. Kahn				\$410	40.20	\$16,482
Kellan Grant				\$415	37.80	\$15,690
M. Janine Jjingo				\$338	46.20	\$15,621
Ronald D. Kohut				\$431	27.20	\$11,734
William M. Rohner				\$440	25.10	\$11,044
Peter Olasky				\$375	29.40	\$11,025
Bennett S. Silverberg				\$485	21.50	\$10,428
Marie L. Gibson				\$540	16.10	\$8,694
John K. Lyons				\$695	12.40	\$8,619
John A. Amodeo				\$580	13.50	\$7,830
Kurt Ramlo				\$625	12.50	\$7,813
Jamie Hur				\$375	17.30	\$6,488
Allison V. Herriott				\$403	11.60	\$4,669
Brett Arkuss	\$420	10.90	\$4,578	\$420	10.90	\$4,578
Louis D. Wilson				\$554	7.40	\$4,097
Kathy Zambrano				\$410	8.20	\$3,362
Randall G. Reese				\$465	6.10	\$2,837
John P. Furfaro				\$810	2.60	\$2,106
Michael W. Perl				\$375	4.90	\$1,838
Kenneth Berlin				\$770	1.70	\$1,309
Lawrence D. Frishman				\$810	1.60	\$1,296
Brent M. Houston				\$435	2.40	\$1,044
Paraprofessionals Total					1,521.70	\$310,124
<b>Total</b>		<b>252.10</b>	<b>\$164,496</b>		<b>12,030.50</b>	<b>\$6,098,537 (6.7%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$11,509</b>	<b>\$262,982</b>		

D. Employee Matters (Labor Unions)

94. As of the Petition Date, substantially all of the Debtors' then- approximately 34,750 hourly employees in the United States were represented by three principal unions – the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America ("UAW"), the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers-Communications Workers of America (the "IUE-CWA"), and the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union (the "USW"). The Debtors had master collective bargaining agreements with each of these three unions as well as "local agreements" with affiliated local unions covering primarily local issues that are worksite or business specific. The Debtors also had collective bargaining agreements with three other unions – the International Association of Machinists and Aerospace Workers (the "IAM"), the International Brotherhood of Electrical Workers (the "IBEW"), and the International Union of Operating Engineers (the "IUOE") (the six foregoing unions (the UAW, IUE-CWA, USW, IAM, IBEW, and IUOE), together with their applicable locals, are collectively referred to herein as the "Unions").

95. During the Final Application Period, Delphi negotiated with its major unions to develop an attrition program for hourly employees (with or without a consensual comprehensive agreement) to facilitate a "soft landing" for then-current employees on an individual and voluntary basis on account of the expected right-sizing of the business, as announced on March 31, 2006. Accordingly, Delphi, with Skadden's assistance, negotiated an agreement with GM and the UAW to establish an attrition program to provide certain incentives and benefits for employees to sever their employment. Skadden drafted a motion seeking approval of this attrition program, which motion was finalized and filed on March 22, 2006 (Docket No.

2933) – the same day the agreement memorializing the attrition program was signed. Skadden responded to objections and discovery requests and prosecuted the motion on behalf of the Debtors. Nine days later, Delphi announced the Transformation Plan and outlined the key tenets that it believed would enable it to return to stable, profitable business operations. On May 8, 2006, this Court entered the order approving the motion with certain modifications (Docket No. 3648), which was subsequently amended on May 12, 2006 (Docket No. 3754). In addition, on June 19, 2006, the Debtors sought approval of an agreement to implement a similar special attrition program with the IUE-CWA and a Supplement to the UAW special attrition program (Docket No. 4269). Skadden represented the Debtors in a contested, evidentiary hearing seeking approval of these programs, which were approved by the Court on July 7, 2006 (Docket No. 4461). Both orders approving the attrition plans were appealed by Wilmington Trust Company as indenture trustee. Furthermore, Delphi with the assistance of Skadden, negotiated with the Unions additional attrition programs, which were instituted in connection with the settlement agreements that were approved in 2007 as discussed below.

96. Modifying the Debtors' labor agreements was one of the key tenets of the Debtors' transformation plan. To further this goal, Skadden assisted the Debtors in filing the 1113/1114 Motion (Docket No. 3035) on March 31, 2006. Skadden worked with the Debtors and other professionals to provide information to, and engage in discussions and negotiations with, the Unions and the Debtors' stakeholders to resolve the labor matters forming the basis of the 1113/1114 Motion. Throughout the Final Application Period, Skadden worked closely (being mindful not to duplicate efforts) with O'Melveny & Myers, LLP ("O'Melveny"), special labor counsel retained by the Debtors to advise with respect to the prosecution, continuance, and ultimate suspension of the Debtors' 1113/1114 Motion.



97. After filing the 1113/1114 Motion, the Debtors continued discussions with the Unions in an effort to reach a consensual resolution of their labor matters. The contested hearing on the 1113/1114 Motion was adjourned following completion of the Debtors' direct case, and the proceedings were subsequently suspended by this Court on January 31, 2007, to facilitate a consensual resolution of the 1113/1114 Motion.

98. During the Final Application Period, Delphi, its Unions, and GM signed a series of settlement agreements or memoranda of understanding which settled the 1113/1114 Motion. These agreements were a significant milestone in the Debtors' transformation and a major step on the path towards emergence. Among other things, as approved by this Court, these agreements also modified, extended, or terminated provisions of the existing collective bargaining agreements among Delphi and its Unions and addressed issues such as site plans, workforce transition, and legacy pension and other postretirement benefits obligations, as well as other comprehensive transformational issues. Portions of these agreements became effective during the Final Application Period, while other portions did not become effective until substantial consummation of the Modified Plan, which incorporates, approves, and is consistent with the terms of each agreement.

99. The settlement agreements include those with the UAW dated June 22, 2007; the IUE-CWA, dated August 5, 2007; the IAM and its District 10 and Tool and Die Makers Lodge 78, dated July 31, 2007; the IBEW and its Local 663 relating to Delphi Electronics and Safety, dated July 31, 2007; the IBEW and its Local 663 relating to Delphi's Powertrain division, dated July 31, 2007; the IUOE Local 18S, dated August 1, 2007; the IUOE Local 101S, dated August 1, 2007; the IUOE Local 832S, dated August 1, 2007; the USW and its Local Union 87L

relating to Delphi's operations at Home Avenue, dated August 16, 2007; and the USW and its Local Union 87L relating to Delphi's operations at Vandalia, dated August 16, 2007.

100. Each respective Union's settlement agreement was subject to this Court's approval as well as ratification by its respective Union's membership, except for the IUOE Local 101S agreement which did not require ratification because there were no active bargaining unit members at the Olathe IUOE Local 101S site. Therefore, during the Final Application Period, Skadden and O'Melveny drafted and prosecuted motions to approve the various settlement agreements with the Unions. The UAW settlement agreement was approved by this Court on July 19, 2007 (Docket No. 8685) and ratified by the UAW as of June 28, 2007. The IUE-CWA, IAM, IBEW, and IUOE settlement agreements were approved by this Court on August 16, 2007 (Docket Nos. 9106 and 9107) and were ratified as follows: by the IUE-CWA as of August 20, 2007, by the IAM and IBEW as of August 4, 2007, and by the IUOE (relating, respectively, to each of Local 832S and Local 18S) as of August 9 and August 10, 2007. The USW settlement agreements were approved by the Court on August 29, 2007 and ratified by the USW as of August 30, 2007 for Home Avenue and as of August 31, 2007 for Vandalia.

101. Subject to these settlement agreements, the existing collective bargaining agreements were modified and extended to September 14, 2011 for the UAW, the IAM, the IBEW, the IUOE Local 18S, the IUOE Local 832S, and the USW; were modified and extended to October 12, 2011 for the IUE-CWA; and were terminated and superseded for the IUOE Local 101S by the settlement agreement for the IUOE Local 101S.

102. On September 4, 2007, this Court entered an order (Docket No. 9221) which withdrew the 1113/1114 Motion without prejudice, subject to this Court's prior settlement approval orders pertaining to each of Delphi's Unions.

103. Finally, during the Seventh Application Period, in connection with the Debtors' solicitation of votes on the December 2007 Plan, the Debtors, with the assistance of Skadden, drafted and mailed specialized notices to various employees, including employees represented by the Unions. Skadden participated in numerous conference calls and discussions to assist the Debtors in developing a strategy for providing notices to employees represented by the Unions. In addition, certain hourly employees filed a motion to vacate the automatic stay to allow the employees to pursue a cause of action in the Northern District of Alabama court.<sup>25</sup> During the Seventh Application Period the Debtors, with Skadden's assistance, began drafting an objection to this motion, which was subsequently filed on February 14, 2008.

104. In connection with the foregoing services, Skadden expended 10,803.50 hours during the Final Application Period for which Skadden seeks compensation of \$5,874,843, or 6.5% of the total compensation sought in this Final Application.<sup>26</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-4. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

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<sup>25</sup> See Motion to Vacate the Automatic Stay for Cause, Under 11 U.S.C. Section 362(d)(1), Bankruptcy Rule 4001(d)(1) and SDNY LBR 4001-1 for the Purpose of Commencing an Action in the Northern District of Alabama Entitled Jimmy Mueller, David Gargis and Keith Livingston v. Delphi Corporation and Delphi Hourly-Rate Employee Pension Plan Under 29 U.S.C. Sections 1132(a) and 1140 of ERISA dated December 5, 2007 (Docket No. 11350).

<sup>26</sup> Of this amount, 226.50 hours and \$148,144 of fees were expended in the Seventh Application Period. This compares to \$414,991, or 4.5%; \$2,590,790, or 22.9%; \$1,387,983, or 13.8%; \$180,964, or 1.4%; \$192,231, or 1.5%; and \$975,028, or 6.3%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
John P. Furfaro	\$870	76.50	\$66,555	\$787	1,139.10	\$896,037
Louis D. Wilson				\$514	1,249.00	\$642,338
John (Jack) Wm Butler, Jr.	\$950	1.10	\$1,045	\$848	721.90	\$611,821
Thomas J. Matz				\$577	969.20	\$559,415
Ronald D. Kohut	\$540	128.10	\$69,174	\$463	838.10	\$387,802
Jay S. Berke				\$767	471.50	\$361,825
Kayalyn A. Marafioti	\$895	2.60	\$2,327	\$803	444.90	\$357,165
Neil MacDonald	\$640	2.30	\$1,472	\$550	458.80	\$252,461
Brian M. Fern				\$488	397.30	\$193,701
George N. Panagakis				\$755	251.30	\$189,849
Nick D. Campanario				\$470	359.40	\$169,091
Ron E. Meisler				\$550	208.30	\$114,643
Dhananjai Shivakumar				\$560	201.50	\$112,840
Albert L. Hogan III				\$638	168.10	\$107,207
Nathan L. Stuart				\$451	203.40	\$91,670
Kurt Ramlo				\$625	132.50	\$82,813
Randall G. Reese				\$465	175.40	\$81,562
David E. Springer				\$755	89.60	\$67,649
Allison V. Herriott				\$378	147.00	\$55,553
Courtney E. VanLonkhuyzen				\$375	133.20	\$49,951
John Guzzardo				\$375	110.70	\$41,513
Sina Toussi				\$540	50.20	\$27,108
Adlai S. Hardin				\$580	40.20	\$23,315
Kellan Grant				\$470	47.20	\$22,184
Denise Kaloudis				\$495	33.40	\$16,533
Julie Boden Adams	\$495	15.90	\$7,871	\$438	37.20	\$16,279
Haim Zaltzman				\$324	40.60	\$13,137
John K. Lyons				\$695	17.40	\$12,093
Lisa B. Diaz				\$369	28.50	\$10,516

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
William M. Rohner				\$446	22.50	\$10,027
Joseph N. Wharton				\$550	14.80	\$8,138
M. Janine Jjingo				\$320	21.10	\$6,757
Eric L. Cochran				\$807	8.20	\$6,615
Kathy Zambrano				\$410	7.80	\$3,198
Sarah J. Platt				\$355	8.60	\$3,053
Brent M. Houston				\$375	6.40	\$2,400
Daniel I. Ganitsky				\$585	4.00	\$2,340
Michael W. Perl				\$435	3.70	\$1,610
Paraprofessional Total					1,541.50	\$262,634
<b>Total</b>		<b>226.50</b>	<b>\$148,444</b>		<b>10,803.50</b>	<b>\$5,874,843 (6.5%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$25,213</b>	<b>\$332,680</b>		

E. Case Administration

105. During the Final Application Period Skadden devoted time to, among other things, (a) general preparation for and attendance at court hearings, (b) communications with creditors and other parties-in-interest, (c) general case administration, including duties pertaining to service of process and maintenance of pleadings and case documents, (d) general advice with respect to the prosecution of the Reorganization Cases, and (e) general advice with respect to the rights and duties of debtors-in-possession in the administration of the Reorganization Cases.

106. Skadden devoted significant time preparing for and attending the omnibus and special hearings that this Court established. The omnibus hearings streamlined the administration of these Reorganization Cases by establishing a schedule known to all parties-in-interest for Court hearings and consolidating multiple matters in a single hearing, thus eliminating unnecessary time and expense spent appearing before the Court on numerous

occasions each month regarding disparate matters. The Debtors have held 27 omnibus hearings during the Final Application Period and five hearings during the Seventh Application Period. At these five omnibus hearings, 78 discrete matters were heard. This omnibus hearing schedule requires a carefully coordinated team of Skadden attorneys to attend the hearings, meet with numerous parties-in-interest who appear, and resolve as many issues as possible without litigation. In fact, it was not unusual for differences to be bridged at the courthouse just prior to the relevant hearing. Indeed, with the assistance of Skadden and their other professionals, the Debtors have succeeded in presenting the great majority of these matters as uncontested or resolved. But for the coordinated efforts of Skadden (as well as the Debtors' other retained professionals) in connection with these hearings, this would not have been possible. To date, there have been relatively few contested matters in these cases, and even fewer matters that actually required contested evidentiary hearings. Following the hearings, Skadden was sometimes required to modify proposed orders to comply with the Court's rulings and subsequently submit those orders to this Court for entry and docketing.

107. The internal coordination of motions, responses, objections, witnesses, exhibits, declarations, and other related matters requires close and careful attention by the entire Skadden team. The omnibus hearing schedule established in these Reorganization Cases is designed to efficiently address nearly all matters arising in these cases but requires that multiple professionals and paraprofessionals assist with various functions with respect to each omnibus hearing. For example, the monthly omnibus hearing agendas that Skadden prepares require significant attention by Skadden paraprofessionals. Skadden attorneys are then requested to review and approve the particular matter(s) on the agenda for which they have principal responsibility to ensure that all relevant filings are properly reflected.

108. Moreover, given the size and complexity of these Reorganization Cases, the Debtors and Skadden were presented with a unique set of challenges in managing the process, tracking motions filed by others, responding to inquiries from parties-in-interest, and maintaining organization and control over a case that could quickly have become disorganized if attention were not provided to case administration matters on a continual basis.

109. Thus, for instance, professionals from Skadden worked closely with the Debtors, this Court's Clerk's Office, representatives of this Court's Chambers, the U.S. Trustee's Office, the Debtors' notice and claims agent (KCC), the Debtors' public relations advisors, and the Debtors' other advisors in coordinating the establishment and maintenance of various procedures and processes to aid in the administration of the Reorganization Cases, including a dedicated website, telephone hotline, and e-mail information sites to assist in responding to the numerous inquiries that this case has generated. At the commencement of the Reorganization Cases, the Debtors and Skadden established an "800" number telephone "hotline" that provided basic information to callers and allows them to leave messages that Skadden professionals could return. During the Final Application Period, more than 3,500 messages were submitted to the hotline. When necessary, Skadden professionals researched responses to more complicated voicemail messages and otherwise responded to inquiries tendered through the hotline. A considerable amount of time was devoted to these efforts.

110. To further assist parties involved in the Reorganization Cases, Skadden also established and maintained an electronic mailbox at [delphi@skadden.com](mailto:delphi@skadden.com). As with the hotline, responses to messages were researched (when appropriate) and responded to by Skadden professionals. In addition, Skadden paraprofessionals received numerous e-mail inquiries, including document requests and other inquiries. Skadden also estimates that its professionals

received thousands of pieces of written correspondence during the Final Application Period, all of which were routed to appropriate professionals within Skadden and responded to either orally or in writing. Skadden necessarily devoted significant resources to providing these responses. These efforts insured that parties would receive appropriate responses to their inquiries and made it possible for the Debtors and their estates to resolve numerous matters that might otherwise have resulted in contested matters before this Court.

111. In addition to communications matters, case management materials were maintained by paraprofessionals that were critical to the ability of Skadden and others to promptly address issues that arose during the Final Application Period. Skadden reviewed all pleadings and orders filed during the Final Application Period and worked with KCC to ensure that entities entitled to notice were kept informed of significant events in the Reorganization Cases. The efficient management of administrative matters in a paper-intensive case of this size is a significant task. Each week, the Debtors and Skadden were inundated with correspondence, documents, requests, pleadings, and other papers. During the Final Application Period, approximately 12,359 items were docketed. On average, at least 14 pleadings were filed and docketed each day (including weekends and holidays) during the 28 months covered by the Final Application Period.

112. Given this volume of activity, Skadden professionals implemented various procedures to create efficiencies in the management of the Reorganization Cases and to avoid unnecessary duplication of effort between Skadden professionals and the Debtors' other advisors. For instance, Skadden kept detailed calendars of future events in the Reorganization Cases and maintained other planning tools to ensure that critical deadlines were met. In addition, Skadden designed notice and case management procedures that limit the notice of certain matters to those



parties with the greatest interest in the day-to-day activities of the Reorganization Cases and utilize electronic noticing means when appropriate. Skadden believes that these notice procedures have saved the estates hundreds of thousands of dollars in photocopying and delivery charges by limiting the notice of such matters while still providing appropriate notice to parties-in-interest.

113. Despite the streamlined notice procedures authorized by this Court, Skadden professionals were required to devote substantial attention and resources to service and related matters in these cases. As of the end of the Final Application Period, there were approximately 490 parties on the core service lists, including approximately 63 parties on the Master Service List,<sup>27</sup> and 423 parties who had filed a notice of appearance or request for notice in these cases (the "2002 List Parties"). Skadden, through its paraprofessionals, updated and maintained these lists to ensure proper notice by reviewing each notice of appearance and related pleading filed and updating the entities that firms represent as well as recording relevant addresses, reviewing all electronic and written correspondence to ensure that all lists were accurate, and reviewing all notices of appearance to minimize the chance that a party-in-interest was inadvertently excluded from a mailing.

114. In addition to communications and service matters, on almost a daily basis, Skadden professionals advised the Debtors' management of the Debtors' rights and duties as debtors-in-possession, noting proscribed, permitted, and required conduct. Skadden frequently advised the Debtors' management with respect to specific business questions posed by management and by events occurring in the Reorganization Cases. Part of Skadden's advice in this

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<sup>27</sup> The "Master Service List" is comprised of (a) the Debtors and their counsel, (b) the U.S. Trustee, (c) the members of and counsel for the Creditors' Committee and the Equity Committee, (d) counsel for the agent under the Debtors' former prepetition credit facility, (e) counsel for the agent under the Debtors' postpetition credit facility, and (f) those parties which may be added to the Master Service List upon written request to the Debtors or as may be otherwise ordered by the Court for good and sufficient cause.

regard involved the participation of Skadden in periodic planning and strategy conferences with the Debtors' senior management team.

115. To assist the Debtors in continuing to perform their fiduciary duties, Skadden worked with the Debtors to implement procedures for the Debtors to operate their businesses in accordance with the requirements of the Bankruptcy Code. Skadden reviewed certain of the Debtors' proposed expenditures, contractual relationships, dispositions of property, and other transactions to aid the Debtors in evaluating whether the contemplated transactions are within the ordinary course of business or are outside the ordinary course of business and require Court approval.

116. In connection with the foregoing services, Skadden expended 14,357.30 hours during the Final Application Period for which Skadden seeks compensation of \$4,673,265, or 5.2% of the total compensation sought in this Final Application.<sup>28</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-5. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Ron E. Meisler	\$710	106.50	\$75,615	\$584	988.50	\$576,926
Thomas J. Matz	\$665	120.20	\$79,933	\$595	908.70	\$540,819
Kayalyn A. Marafioti	\$895	52.60	\$47,078	\$817	520.00	\$424,725
Laverne F. Hill	\$460	143.90	\$66,194	\$409	522.50	\$213,848

<sup>28</sup> Of this amount, 1,569.50 hours and \$570,959 of fees were expended in the Seventh Application Period. This compares to \$1,136,809, or 12.4%; \$603,278, or 5.3%; \$604,443, or 6.0%; \$613,369, or 4.8%; \$628,123, or 5.0%; and \$532,746, or 3.5%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Allison V. Herriott	\$495	15.90	\$7,871	\$386	462.50	\$178,434
John (Jack) Wm Butler, Jr.	\$950	12.10	\$11,495	\$851	156.90	\$133,584
Brian M. Fern	\$625	19.10	\$11,938	\$531	210.50	\$111,837
M. Janine Jjingo				\$373	292.90	\$109,378
Adlai S. Hardin	\$625	30.80	\$19,251	\$592	168.10	\$99,574
John K. Lyons	\$845	5.30	\$4,479	\$734	130.30	\$95,687
Sina Toussi				\$540	174.30	\$94,122
Venera E. Ziegler				\$510	176.40	\$89,964
Kurt Ramlo	\$665	20.80	\$13,834	\$624	96.00	\$59,901
Matthew J. Micheli				\$440	99.40	\$43,736
Dolores De Elizalde				\$445	97.90	\$43,577
Sarah J. Platt	\$420	26.30	\$11,046	\$373	88.60	\$33,008
Lisa B. Diaz				\$319	101.40	\$32,301
Nathan L. Stuart				\$468	64.50	\$30,187
Randall G. Reese				\$470	63.20	\$29,686
Joseph N. Wharton	\$625	2.60	\$1,625	\$529	51.20	\$27,105
Michael W. Perl	\$495	18.70	\$9,258	\$448	54.80	\$24,526
Lee P. Garner	\$710	31.60	\$22,436	\$710	31.60	\$22,436
Haim Zaltzman				\$308	70.60	\$21,725
Kellan Grant				\$448	46.80	\$20,976
Albert L. Hogan III	\$775	10.30	\$7,983	\$720	21.10	\$15,189
Denise Kaloudis	\$575	13.10	\$7,533	\$548	19.70	\$10,800
Kathy Zambrano				\$410	25.00	\$10,250
George N. Panagakis				\$792	12.80	\$10,143
Brent M. Houston				\$420	21.80	\$9,166
Karen M. Suber	\$420	13.40	\$5,628	\$420	13.40	\$5,628
Ian S. Bolton				\$390	12.70	\$4,953
Jamie Hur				\$375	12.50	\$4,688
J.R. Lederer				\$332	12.50	\$4,150

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Dionysios V. Tsiros				\$295	10.50	\$3,098
Eric J. Howe				\$390	7.10	\$2,769
Eric L. Cochran				\$845	2.10	\$1,775
Melissa T. Kahn				\$470	3.50	\$1,645
Dhananjai Shivakumar				\$625	2.30	\$1,438
Rena M. Samole				\$565	2.20	\$1,243
Matthew Gartner				\$355	3.20	\$1,136
Jenelle M. Todryk				\$535	2.10	\$1,123
Paraprofessionals Total		926.30	\$167,762		8,595.20	\$1,526,009
<b>Total</b>		<b>1,569.50</b>	<b>\$570,959</b>		<b>14,357.30</b>	<b>\$4,673,265 (5.2%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$162,338</b>	<b>\$731,683</b>		

F. Asset Dispositions (General)

117. The Debtors determined that to achieve the necessary cost savings and operational effectiveness envisioned in their transformation plans, a substantial segment of Delphi's U.S. business operations would need to be divested, consolidated, or wound-down through the chapter 11 process. The Debtors also determined to streamline their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus. As part of this effort, the Debtors identified non-core product lines that did not fit into the company's future strategic framework and planned to sell or wind down these product lines. These non-core product lines included Brake and Chassis Systems, Catalysts, Cockpits and Instrument Panels, Door Modules and Latches, Ride Dynamics, Steering, and Wheel Bearings.

118. During the Final Application Period, Skadden advised the Debtors with respect to various contemplated divestitures of significant assets and drafted and reviewed various

pleadings and purchase agreements in connection with the contemplated divestitures, including the sale of the assets of (i) MobileAria, Inc. ("MobileAria"), an affiliate Debtor, to Wireless Matrix USA, Inc.; (ii) the brake hose manufacturing business in Dayton, Ohio to Harco Manufacturing Group, LLC; (iii) the catalyst business to Umicore; (iv) the brake and chassis modules product lines manufactured in a plant located in Saltillo, Mexico to Robert Bosch LLC and Frenados Mexicanos S.A. de C.V.; (v) the manufacturing equipment and test and development equipment primarily used and located at DAS LLC's chassis facility in Saginaw, Michigan to TRW Integrated Chassis Systems LLC; (vi) the cockpits and interior systems business and integrated closure systems business to Inteva Products, LLC ("Inteva"); (vii) the steering and halfshaft business to an affiliate of Platinum Equity;<sup>29</sup> and (viii) the wheel bearings business to an affiliate of KPS Capital Partners.

119. In furtherance of these transactions, Skadden worked with the Debtors and their other advisors to draft and file pleadings and other related documents requesting authority to facilitate the respective sales. Specifically, Skadden (i) advised the Company with respect to sale procedures and the terms of each agreement with stalking horse bidders, (ii) reviewed and revised the proposed forms of asset sale agreement distributed to bidders, (iii) analyzed, reviewed, and revised asset purchase agreements and bids received from potential bidders, (iv) drafted, prepared and filed bidding procedures and filed motions seeking approval of bidding procedures and certain bid protections for the stalking horse bidders, (v) drafted, prepared, and filed notices customary for such transactions, and (vi) negotiated with parties (including union representatives) and drafted proposed orders for submission for approval by this Court. In addition, with the assistance of their

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<sup>29</sup> The sale of the Debtors steering and halfshaft business to an affiliate of Platinum Equity never closed.

advisors, the Debtors analyzed additional assets that might be subject to divestiture, consolidation, or wind-down.

120. Furthermore, in transactions in which the Debtors received an additional qualified bid through the competitive bidding process, the Debtors held auctions pursuant to the bidding procedures approved by this Court. Specifically, in connection with the sale of the assets of MobileAria, Skadden hosted an auction at which the successful bidder paid \$11 million while the stalking horse bid was \$6.5 million. In addition, Skadden held an auction for the assets of the Catalyst Business, at which the buyer Umicore submitted a bid with a value of \$75 million – an increase of approximately \$19.4 million from the stalking horse bid.<sup>30</sup>

121. Certain divestitures also sought approval of the assumption and assignment of certain executory contracts and unexpired leases to the stalking horse bidder or the successful bidder at auction. Specifically, Skadden drafted, analyzed, and filed (i) assumption and assignment notices and (ii) cure notices with respect to prepetition executory contracts being transferred in connection with the respective sale. Skadden oversaw the process of analyzing filed objections to these notices and negotiating resolutions to each of these objections. Skadden negotiated and drafted stipulations resolving numerous objections and obtained court approval of such stipulations. In instances in which a resolution could not be reached, Skadden would litigate issues raised by the objecting party in a contested hearing before this Court.

122. In connection with the foregoing services, Skadden expended 7,829.00 hours during the Final Application Period for which Skadden seeks compensation of \$4,329,798,

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<sup>30</sup> After the Final Application Period, Skadden also ran an auction for the Debtors' wheel bearings business, which resulted in \$500,000 more in cash consideration and changes to the underlying agreement that significantly lowered Delphi's risk that the buyer would not close the transaction.

or 4.8% of the total compensation sought in this Final Application.<sup>31</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-6. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Brian M. Fern	\$625	618.20	\$386,377	\$586	1,730.30	\$1,014,716
Denise Kaloudis	\$575	593.70	\$341,379	\$534	1,215.70	\$649,272
John K. Lyons	\$845	54.80	\$46,307	\$739	721.90	\$533,371
Ron E. Meisler	\$710	115.70	\$82,147	\$606	614.10	\$372,084
Joseph N. Wharton				\$511	483.80	\$247,325
Randall G. Reese				\$471	371.00	\$174,883
Kellan Grant	\$540	15.80	\$8,532	\$472	329.30	\$155,397
P. Gifford Carter				\$535	210.60	\$112,673
Adlai S. Hardin	\$625	160.10	\$100,064	\$623	168.10	\$104,744
Eric J. Howe	\$460	104.90	\$48,254	\$436	159.00	\$69,353
Kayalyn A. Marafioti	\$895	21.60	\$19,333	\$842	75.20	\$63,343
Marie L. Gibson				\$605	88.90	\$53,744
N. Lynn Hiestand	\$950	1.50	\$1,425	\$876	53.40	\$46,770
Venera E. Ziegler				\$510	86.10	\$43,911
John (Jack) Wm Butler, Jr.	\$950	20.70	\$19,665	\$900	46.70	\$42,017
Brent M. Houston				\$381	108.90	\$41,444
Rena M. Samole	\$625	46.30	\$28,938	\$606	68.30	\$41,369
Allison V. Herriott	\$495	7.40	\$3,663	\$384	101.90	\$39,101
Michael W. Perl	\$495	76.50	\$37,869	\$495	76.50	\$37,869

<sup>31</sup> Of this amount, 2,156.50 hours and \$1,261,688 of fees were expended in the Seventh Application Period. This compares to \$117,199, or 1.3%; \$375,042, or 3.3%; \$554,644, or 5.5%; \$492,762, or 3.8%; \$543,556, or 4.3%; and \$984,907, or 6.4%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Jason P. Ketchens				\$565	61.80	\$34,918
Nathan L. Stuart				\$448	74.10	\$33,204
Albert L. Hogan III	\$775	4.20	\$3,255	\$633	48.30	\$30,597
Eric L. Cochran				\$798	35.70	\$28,492
Thomas J. Matz	\$665	5.50	\$3,659	\$588	34.60	\$20,359
Melissa T. Kahn	\$540	27.30	\$14,742	\$515	33.80	\$17,407
James E. Fitzgerald				\$535	29.80	\$15,943
Mike Murphy	\$363	43.80	\$15,894	\$363	43.80	\$15,894
Matthew Gartner	\$420	35.90	\$15,078	\$420	35.90	\$15,078
Sarah J. Platt	\$420	20.20	\$8,484	\$389	38.50	\$14,982
M. Janine Jjingo				\$331	42.50	\$14,054
Lee P. Garner	\$710	18.80	\$13,348	\$710	18.80	\$13,348
Jenelle M. Todryk				\$535	23.60	\$12,626
Karen M. Suber	\$420	29.30	\$12,306	\$420	29.30	\$12,306
Paul L. Cazers	\$460	26.60	\$12,236	\$460	26.60	\$12,236
Kurt Ramlo				\$565	20.90	\$11,815
Christian Pilkington				\$585	19.70	\$11,525
Jonathan B. Ko				\$595	19.30	\$11,484
Ian S. Bolton	\$460	21.10	\$9,706	\$452	23.70	\$10,720
Ivana Vujic				\$535	19.80	\$10,593
Laverne F. Hill	\$460	22.20	\$10,212	\$460	22.20	\$10,212
Sina Toussi				\$540	16.50	\$8,910
George N. Panagakis	\$870	2.80	\$2,436	\$827	10.10	\$8,349
Lisa B. Diaz				\$295	22.60	\$6,668
Haim Zaltzman				\$305	21.60	\$6,597
Marian P. Wexler				\$770	6.80	\$5,236
Michelle Gasaway				\$625	8.10	\$5,063
Dionysios V. Tsiros				\$295	15.80	\$4,661
Kathy Zambrano				\$410	10.60	\$4,346
Brandon M. Duncomb	\$375	10.50	\$3,938	\$375	10.50	\$3,938



Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Ronald D. Kohut				\$470	8.30	\$3,901
John M. McLeod				\$585	6.10	\$3,569
Gregory O. Ogunsanya				\$440	7.50	\$3,300
Kenneth Berlin	\$895	1.30	\$1,164	\$813	3.80	\$3,089
Dolores De Elizalde				\$440	5.20	\$2,288
J.R. Lederer				\$315	5.90	\$1,859
Andrew F. Strobert				\$625	2.90	\$1,813
Adam F. Halper				\$390	4.10	\$1,599
John Guzzardo	\$495	3.00	\$1,485	\$495	3.00	\$1,485
John P. Furfaro				\$810	1.60	\$1,296
Matthew J. Micheli				\$440	2.70	\$1,188
Peter Olasky				\$375	2.90	\$1,088
Paraprofessional Total		46.80	\$9,792		240.00	\$48,376
<b>Total</b>		<b>2,156.50</b>	<b>\$1,261,688</b>		<b>7,829.00</b>	<b>\$4,329,798 (4.8%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$76,852</b>	<b>\$237,405</b>		

G. Disclosure Statement / Voting Issues

123. In connection with the development and preparation of the September 2007 Plan, Skadden devoted substantial time to the preparation of the September 2007 Disclosure Statement, which was filed together with the September 2007 Plan. During the Final Application Period, Skadden consulted with the Debtors to gather and review the information necessary to ensure that the September 2007 Disclosure Statement would include all factual and legal content necessary to satisfy the "adequate information" requirement of section 1125 of the Bankruptcy Code. Skadden attorneys were required to review, analyze, research, and prepare adequate disclosures of numerous subjects, including (a) the Debtors' corporate structure and business operations, including historical company information and its prospective business plan, (b) the

prepetition capital structure of the Debtors, (c) objectives achieved in the Debtors' transformation plan, (d) developments in the chapter 11 cases, (e) tax issues, (e) classification issues, (f) securities issues, and (g) notice issues, among others.

124. Skadden drafted narrative to reflect significant accomplishments of the Reorganization Cases, including settlements with Delphi's Unions and GM and the terms of the Delphi-Appaloosa EPCA. Moreover, Skadden continuously updated the September 2007 Disclosure Statement to incorporate current events and to accurately reflect revisions to the proposed Plan as a result of negotiated changes. Skadden worked closely with the Debtors' other retained professionals to incorporate their comments into the September 2007 Disclosure Statement. Furthermore, Skadden circulated drafts of the September 2007 Disclosure Statement to key stakeholders and conferred with those parties regarding their comments, which Skadden then reviewed and incorporated, as appropriate, into the documents.

125. In addition, the Debtors, with the assistance of Skadden professionals and the Debtors' balloting agents, developed and reviewed solicitation procedures to form the basis for soliciting votes on the plan of reorganization and addressing various balloting and tabulation issues. In that regard, Skadden drafted plan solicitation materials including ballots and notices. On September 6, 2007, with Skadden's assistance, the Debtors filed their motion to approve the September 2007 Disclosure Statement and for approval of the proposed solicitation procedures. The proposed solicitation documents were attached to this motion.

126. Following the filing of the September 2007 Disclosure Statement and September 2007 Plan, Skadden professionals continued to confer with key stakeholders regarding the information included in the September 2007 Disclosure Statement and the form in which that information was presented and to refine the September 2007 Disclosure Statement, adjusting the

disclosure where necessary to incorporate the most relevant and recent information on the topics covered therein. As discussed above, on October 29, November 14, and November 16, 2007, the Debtors filed notices of potential amendments to the September 2007 Disclosure Statement, and to resolve certain stakeholders' objections, the Debtors submitted certain proposed changes to the Disclosure Statement together with their omnibus reply to objections filed on December 5, 2007.

127. In addition, in the weeks leading up to contested hearing to approve the Disclosure Statement, the Debtors considered and made several changes to the proposed procedures for soliciting votes on the plan and the notices to be provided to various parties in interest in connection with the solicitation mailing. Following a contested hearing held on December 6, 2007, the Court entered orders on December 10, 2007 approving the adequacy of the Disclosure Statement and authorizing the Debtors to solicit votes on their plan of reorganization. On that same date, the Debtors filed their First Amended Disclosure Statement (Docket No. 11388) and the First Amended Plan of Reorganization (Docket No. 11386).

128. After this Court approved the Disclosure Statement, Skadden professionals worked closely with the Debtors' voting and balloting agents to finalize the ballots and notices and to commence solicitation of votes on the December 2007 Plan. This involved the preparation of 19 different forms of ballots (including master and beneficial owner ballots for six different groups of noteholders as well as holders of common stock) and the translation and dissemination of certain notices into 13 different languages. In addition, specialized notices were prepared for members of each of the Unions. Moreover, the order approving the Disclosure Statement approved, among other things, specialized notices to be sent to holders of reclamation claims, postpetition interest election notices, and cure amount notices and Skadden assisted the Debtors in drafting these notices and overseeing the solicitation process. Ultimately, more than 450,000 solicitation

packages were mailed to holders of claims and interests and, in addition, another 376,000 informational notices were distributed. During the solicitation process, Skadden assisted the Debtors and the Debtors' voting agents in addressing inquiries from parties-in-interest, establishing a "hotline" for parties to call with questions, and reviewing and disseminating interim balloting reports. Skadden then assisted the Debtors in drafting declarations of the voting agents which served, in part, as the basis for this Court's approval of the Confirmed Plan.

129. In connection with the foregoing services, Skadden expended 6,053.40 hours during the Final Application Period for which Skadden seeks compensation of \$3,259,595, or 3.6% of the total compensation sought in this Final Application.<sup>32</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-7. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Nathan L. Stuart	\$575	450.60	\$259,096	\$533	947.70	\$505,162
Kellan Grant	\$540	372.70	\$201,258	\$503	799.30	\$401,760
Kurt Ramlo	\$665	288.20	\$191,655	\$649	488.60	\$316,906
Matthew Gartner	\$420	548.60	\$230,412	\$401	775.70	\$311,033
Allison V. Herriott	\$495	276.00	\$136,621	\$464	576.80	\$267,470
George N. Panagakis	\$870	95.90	\$83,433	\$833	247.40	\$206,148
Ron E. Meisler	\$710	200.50	\$142,355	\$684	298.20	\$203,906
Kayalyn A. Marafioti	\$895	97.80	\$87,533	\$864	189.20	\$163,395
Rena M. Samole	\$625	224.20	\$140,126	\$622	234.60	\$146,002

<sup>32</sup> Of this amount, 3,550.10 hours and \$1,956,450 of fees were expended in the Seventh Application Period. This compares to \$62,694, or 0.5%; \$165,839, or 1.3%; and \$1,074,612, or 7.0%, of the total fees requested for this matter in Skadden's Fourth, Fifth, and Sixth Interim Fee Applications, respectively. Skadden did not request compensation for this matter in its First, Second, or Third Interim Fee Applications.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
John (Jack) Wm Butler, Jr.	\$950	105.50	\$100,225	\$928	150.40	\$139,514
Mike Murphy	\$368	187.90	\$69,218	\$368	187.90	\$69,218
Thomas J. Matz	\$665	59.30	\$39,435	\$650	94.30	\$61,311
Sarah J. Platt	\$420	76.10	\$31,962	\$393	131.20	\$51,523
Adlai S. Hardin	\$625	49.20	\$30,750	\$613	71.10	\$43,562
Albert L. Hogan III	\$775	20.50	\$15,888	\$733	42.80	\$31,387
Young M. Park	\$625	40.90	\$25,563	\$614	49.60	\$30,479
Michael W. Perl	\$495	9.20	\$4,554	\$443	68.40	\$30,307
Denise Kaloudis	\$575	39.40	\$22,655	\$564	46.00	\$25,922
Amy Van Gelder	\$540	40.40	\$21,816	\$540	40.40	\$21,816
Paul L. Cazars	\$460	44.70	\$20,562	\$460	44.70	\$20,562
Eric J. Howe	\$460	17.30	\$7,958	\$427	32.80	\$14,003
Ronald D. Kohut	\$540	18.90	\$10,206	\$520	26.60	\$13,825
Lee P. Garner	\$710	10.00	\$7,100	\$667	20.40	\$13,600
Ian S. Bolton				\$390	31.60	\$12,324
Joseph N. Wharton	\$625	4.20	\$2,625	\$577	20.50	\$11,835
John P. Furfaro	\$870	2.70	\$2,349	\$822	13.40	\$11,016
Brent M. Houston				\$435	25.00	\$10,875
Neil MacDonald				\$595	16.10	\$9,580
Nick D. Campanario	\$610	5.20	\$3,172	\$558	16.90	\$9,432
Dolores De Elizalde				\$495	14.00	\$6,930
Adam F. Halper	\$460	9.90	\$4,554	\$434	15.90	\$6,894
Aaron S. Feinberg	\$610	10.70	\$6,527	\$610	10.70	\$6,527
John Guzzardo				\$435	13.50	\$5,873
Brian M. Fern	\$625	2.60	\$1,625	\$582	9.40	\$5,468
Karen M. Suber				\$355	13.00	\$4,615
Laverne F. Hill				\$390	11.80	\$4,602
Eric L. Cochran	\$920	4.60	\$4,232	\$920	4.60	\$4,232
Daniel I. Ganitsky	\$625	2.10	\$1,313	\$604	4.40	\$2,659
Brandon M. Duncomb	\$340	6.80	\$2,312	\$340	6.80	\$2,312
J.R. Lederer				\$315	3.50	\$1,103
Paraprofessional Totals		227.50	\$47,360		258.20	\$54,507

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
<b>Total</b>		<b>3,550.10</b>	<b>\$1,956,450</b>		<b>6,053.40</b>	<b>\$3,259,595 (3.6%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$58,542</b>	<b>\$132,735</b>		

H. Creditor Meetings/Statutory Committees

130. Throughout the Final Application Period, Skadden regularly communicated with the Creditors' Committee and the Equity Committee and their respective advisors regarding the progress and status of the Reorganization Cases. In addition to day-to-day communications, throughout the course of the Final Application Period, Skadden represented the Debtors at 29 formal meetings of the Creditors' Committee and its advisors and 21 formal meetings of the Equity Committee and its advisors, including three joint meetings during the Seventh Application Period. The formal monthly meetings provided a forum for the Statutory Committees to address general and specific concerns. These meetings allowed the Debtors to keep the Statutory Committee members and professionals informed as to upcoming issues, such as motions to be heard at the monthly omnibus hearings, the status of the Debtors' transformation plan, development and negotiations concerning the plan of reorganization, and actions to be undertaken in furtherance of the transformation and reorganization plans. The Debtors believe that by communicating and consulting with the Statutory Committees in advance of filings and anticipated transactions, these efforts likely eliminated potential objections that the Statutory Committees might have filed to some of the relief sought, thus avoiding unnecessary litigation expenses. Skadden assisted the Debtors in preparing for these meetings, including assisting with the provision of information and status reports.

131. During the Final Application Period, Skadden devoted resources to motions filed relating to the formation and membership of statutory committees. For example, in the early part of the Final Application Period, the U.S. Trustee received a number of requests by various parties seeking appointment to the Creditors' Committee. Skadden worked closely with the Debtors to evaluate these requests and respond to the U.S. Trustee's inquiries regarding the Debtors' position. One of these requests, that of Law Debenture Trust Company of New York ("Law Debenture"), resulted in litigation. Skadden worked with the Debtors to evaluate Law Debenture's motion to intervene and request appointment to the Creditors' Committee, drafted and filed an objection to the motion, and appeared at the hearing on the motion. After the Court denied its motion, Law Debenture filed a motion for leave to appeal pursuant to 28 U.S.C. §§ 158(a)(3) and 1292(b) and the collateral order doctrine (Docket No. 2429). On March 1, 2006, the Debtors, with the assistance of Skadden, filed a response opposing this motion and subsequently, on April 13, 2006, Skadden represented the Debtors on this matter in a status conference before the District Court for the Southern District of New York. On July 5, 2006, the District Court denied Law Debenture's motion for leave to appeal.<sup>33</sup>

132. Skadden also worked closely with the Debtors to respond to requests to form additional committees in these cases, including a retiree committee and an equity committee. The Debtors evaluated the request of Appaloosa for the establishment of an equity committee. When the Debtors determined not to support Appaloosa's request, Skadden drafted and submitted a letter to the U.S. Trustee communicating the Debtors' opposition. Immediately following this correspondence, and prior to a response from the U.S. Trustee, Appaloosa filed a motion

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<sup>33</sup> On February 17, 2006, GM also filed a motion seeking appointment to the Creditors' Committee (Docket No. 2443). Skadden worked closely with the Debtors to evaluate this request and communicate their views on it to the appropriate parties, including filing a statement in response on March 2, 2006 (Docket No. 2642). Ultimately, in the face of several objections from the U.S. Trustee, the Creditors' Committee, and others, GM withdrew its motion on March 8, 2006 (Docket No. 2746).

requesting that the Court direct the U.S. Trustee to appoint an equity committee and served an extensive discovery request on the Debtors. Skadden spent considerable time participating in multiple "meet and confers" with Appaloosa and assisting the Debtors with assembling and reviewing thousands of pages of materials in response to Appaloosa's various discovery requests.

133. Ultimately, Skadden represented the Debtors in opposing Appaloosa's motion (Docket No. 1604). Skadden spent substantial time assisting the Debtors in preparing for this litigation. Skadden responded to substantial discovery requests from Appaloosa, including gathering responsive documents and reviewing the documents for relevance, privilege, and confidentiality, prepared declarations in support of the Debtors' opposition, prepared and defended witnesses for three depositions, responded to motions to quash and motions to compel, and prepared and reviewed expert reports. The Debtors reviewed and produced 17,244 pages of documents in connection with the discovery process. In addition, the Debtors, with Skadden's assistance, issued discovery requests upon Appaloosa, pursuant to which Skadden received and reviewed over 3,500 pages of documents. Skadden also deposed three expert witnesses offered by Appaloosa. The Debtors, with Skadden's assistance, prepared exhibits for trial and negotiated the entry of exhibits with the other parties involved in the litigation. This Court conducted a two-day evidentiary hearing on this matter on March 21 and 22, 2006, following which the Court granted the motion on a limited basis to appoint the Equity Committee. On March 30, 2006, however, this Court issued an order directing the appointment of an Equity Committee with a substantially more limited role than that of the Creditors' Committee or that sought by Appaloosa. On April 30, 2006, the U.S. Trustee appointed the Equity Committee.

134. During the Final Application Period, Skadden responded to informal information requests by the Creditors' Committee professionals, pursuant to which the Debtors



provided additional information about the exercise of the authority granted under first-day orders, their financial situation, and background on various motions contemplated by the Debtors.

Moreover, with Skadden's assistance, the Debtors, Creditors' Committee, and Equity Committee negotiated an information sharing protocol designed, among other things, to protect privilege, which was presented to this Court for its approval. These efforts by the Debtors and Skadden fostered a productive working relationship between the Debtors and the Statutory Committees.

135. The Debtors also received requests for document production by various ad hoc committees during the Final Application Period. In particular, Skadden assisted the Debtors in reviewing and analyzing such requests and negotiating non-disclosure agreements, as applicable, to protect the confidentiality of certain requested documents.

136. In connection with the foregoing services, Skadden expended 6,011.30 hours during the Final Application Period for which Skadden seeks compensation of \$3,018,877, or 3.3% of the total compensation sought in this Final Application.<sup>34</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-8. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
John (Jack) Wm Butler, Jr.	\$950	15.40	\$14,630	\$849	454.30	\$385,505
Allison V. Herriott	\$495	71.90	\$35,592	\$402	751.20	\$302,028

<sup>34</sup> Of this amount, 182.50 hours and \$99,848 of fees were expended in the Seventh Application Period. This compares to \$415,954, or 4.5%; \$1,527,032, or 13.5%; \$341,135, or 3.4%; \$215,231, or 1.7%; \$258,775, or 2.1%; and \$161,985, or 1.1%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Kayalyn A. Marafioti	\$895	19.30	\$17,274	\$809	356.70	\$288,566
Ron E. Meisler	\$710	8.40	\$5,964	\$561	485.40	\$272,325
Neil MacDonald				\$540	436.20	\$235,548
Thomas J. Matz	\$665	12.60	\$8,380	\$581	396.90	\$230,480
Sina Toussi				\$540	349.50	\$188,730
David E. Springer				\$755	240.80	\$181,805
John Guzzardo				\$377	451.00	\$169,997
Brian M. Fern				\$487	251.30	\$122,347
Lisa B. Diaz				\$382	305.10	\$116,569
Dhananjai Shivakumar				\$560	156.00	\$87,360
Adlai S. Hardin				\$577	117.10	\$67,579
Nathan L. Stuart				\$440	103.80	\$45,672
Haim Zaltzman				\$333	123.30	\$41,086
M. Janine Jjingo				\$318	83.40	\$26,535
Randall G. Reese				\$465	49.40	\$22,973
Venera E. Ziegler				\$510	35.40	\$18,054
Sarah J. Platt	\$420	17.10	\$7,182	\$381	43.50	\$16,555
Eric L. Cochran				\$811	18.00	\$14,603
Dolores De Elizalde				\$440	23.00	\$10,120
Kathy Zambrano				\$410	22.70	\$9,307
Karen M. Suber	\$420	13.90	\$5,838	\$404	18.40	\$7,436
Gregory O. Ogunsanya				\$440	16.00	\$7,040
Michael W. Perl				\$407	17.20	\$6,992
Kellan Grant				\$470	11.00	\$5,170
George N. Panagakis				\$779	4.30	\$3,351
Marian P. Wexler				\$770	3.80	\$2,926
John K. Lyons				\$695	3.50	\$2,433
Jamie Hur				\$375	4.40	\$1,650
Joseph N. Wharton				\$485	2.50	\$1,213
Peter Olasky				\$375	2.90	\$1,088

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Marie L. Gibson				\$540	2.00	\$1,080
Paraprofessional Total		23.90	\$4,988		671.30	\$124,754
<b>Total</b>		<b>182.50</b>	<b>\$99,848</b>		<b>6,011.30</b>	<b>\$3,018,877 (3.3%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$15,465</b>	<b>\$129,373</b>		

I. Supplier Matters

137. The Debtors' manufacturing operations depend upon the timely delivery of goods and services from thousands of separate suppliers that are party to more than 96,000 distinct supply agreements. Management of the Debtors' supply chain issues were further complicated by the Debtors' reliance, consistent with normal automotive industry practice, on "just-in-time" inventory management systems and "sole source" supply methods. As discussed in detail in motions filed early in these cases,<sup>35</sup> use of the just-in-time supply method means that the Debtors did not maintain a significant inventory of the components supplied by many of their suppliers. Pursuant to the sole source supply method, the Debtors frequently purchased all their requirements for a particular part from one supplier which was required to meet demanding specifications imposed by both the Debtors and their OEM customers before they could be used in manufacturing the Debtors' products.

138. The Debtors' use of just-in-time inventory management and sole source supply methods resulted in, among others, the following unique risks to the Debtors' businesses:

<sup>35</sup> See, e.g., Motion for Order Under 11 U.S.C. §§ 105(a), 363, 364, 1107, and 1108 and Fed. R. Bankr. P. 6004 and 9019 Authorizing Continuation of Vendor Rescue Program and Payment of Prepetition Claims of Financially-Distressed Sole Source Suppliers and Vendors Without Contracts, dated October 13, 2005 (Docket No. 17); Motion for Order Under 11 U.S.C. §§ 363(b) and 365(a) and Fed. R. Bankr. P. 9019 Approving Procedures to Assume Certain Amended and Restated Sole Source Supplier Agreements, dated November 18, 2005 (Docket No. 1098).

(a) a failure by a supplier to timely ship goods could force the Debtors' manufacturing facilities using those parts to shut down less than 24 hours after the missed shipment and the Debtors' OEM customer's manufacturing facilities to shut down less than 48 hours after the missed shipment and (b) the Debtors might be unable to re-source parts to another supplier in the short term because the Debtors purchased sophisticated customized components, each of which require extensive and time-consuming testing and validation, including contractual approvals from the Debtors' customers. The Debtors' post-filing supply chain management was further complicated by the fact that many of the Debtors' suppliers were facing similar financial pressures to those faced by the Debtors and were in a tenuous financial position as well. The financial instability of some such suppliers was significantly exacerbated by the Debtors' chapter 11 filings and the large prepetition amounts owed to suppliers at the time of the Debtors' filings.

139. On December 12, 2005, this Court entered an order (Docket No. 1494) (the "SAAP Order") granting the Debtors authority to assume agreements covering the supply of goods that the Debtors determined were critical to their on-going business operations. The Debtors sought entry of the SAAP Order to develop and implement procedures to address effectively and rapidly issues relating to expiring supply agreements and implementation of the relief granted by the Court pursuant to the SAAP Order. During the Final Application Period, Skadden assisted the Debtors in implementing of the SAAP Order, and the Debtors have assumed numerous agreements pursuant to the order. This required the Debtors, with Skadden's assistance, to negotiate a significant number of assumption agreements with multiple suppliers. Skadden also spent time negotiating with suppliers regarding the extension or replacement of expiring supply agreements, including pursuant to the procedures approved by the Court in the SAAP Order.

140. In addition, during the Final Application Period, the Debtors also worked with suppliers to consensually resolve the disputes asserted in those motions, including requests for relief from the automatic stay, and motions to compel assumption or rejection of executory contracts. Skadden also assisted the Debtors in obtaining this Court's authority to reject certain license and supply agreements which freed Delphi Medical Systems Corporation from the burdensome financial commitments required under such agreements and allowed Delphi Medical Systems Corporation to use preferred alternative technology. Skadden also assisted the Debtors in responding to a complaint filed in state court by one of its suppliers. With Skadden's assistance, the Debtors successfully removed the case to federal court and negotiated a stay of the action. The supplier then filed a motion in this Court for payment of an administrative expense claim with respect to the same allegations asserted in the complaint. Skadden conducted discovery, prepared the matter for trial, and assisted the Debtors in their attempt to resolve the disputes through the use of a formal mediation process. As a result of these efforts, the Debtors and the supplier engaged in formal mediation and negotiated a settlement agreement that was approved in accordance with the settlement procedures established by this Court.

141. Finally, during the Seventh Application Period, Skadden assisted the Debtors in finalizing a settlement with a supplier and drafted pleadings to obtain court approval of the settlement. In addition, during the Seventh Application Period, Automodular Corporation ("Automodular") moved to compel immediate assumption or rejection of its service contracts with the Debtors and also asserted an administrative expense claim for postpetition price increases under its contracts. In successfully opposing Automodular's motion, the Debtors, with the assistance of Skadden, conducted expedited discovery and drafted an objection on the merits.

After a contested hearing on the motion, this Court agreed with the Debtors and denied substantially all of Automodular's requested relief.

142. In connection with the foregoing services, Skadden expended 5,667.20 hours during the Final Application Period for which Skadden seeks compensation of \$2,721,521, or 3.0% of the total compensation sought in this Final Application.<sup>36</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-9. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
John K. Lyons	\$845	8.20	\$6,930	\$708	1,197.20	\$847,747
Randall G. Reese				\$469	1,486.00	\$697,182
Kurt Ramlo				\$624	271.30	\$169,415
Ron E. Meisler	\$710	13.20	\$9,372	\$573	151.00	\$86,539
Brent M. Houston				\$435	193.60	\$84,217
Allison V. Herriott				\$380	210.40	\$79,856
Joseph N. Wharton	\$625	10.40	\$6,500	\$571	105.00	\$59,951
John (Jack) Wm Butler, Jr.				\$836	69.70	\$58,261
Kellan Grant				\$456	119.70	\$54,555
William M. Rohner				\$440	121.30	\$53,372
Kayalyn A. Marafioti	\$895	3.40	\$3,043	\$802	66.40	\$53,238
Neil MacDonald	\$640	78.70	\$50,368	\$640	78.70	\$50,368
Matthew J. Micheli				\$440	109.60	\$48,224
Thomas J. Matz				\$560	71.20	\$39,872

<sup>36</sup> Of this amount, 251.50 hours and \$121,150 of fees were expended in the Seventh Application Period. This compares to \$1,032,388, or 11.2%; \$539,862, or 4.8%; \$331,877, or 3.3%; \$182,296, or 1.4%; \$396,217, or 3.1%; and \$117,731, or 0.8%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
David E. Springer				\$755	52.30	\$39,487
Sina Toussi				\$540	63.20	\$34,128
Nick D. Campanario				\$535	54.70	\$29,266
Sarah J. Platt	\$420	58.90	\$24,738	\$413	65.60	\$27,117
Lisa B. Diaz				\$295	89.70	\$26,462
Albert L. Hogan III				\$695	34.00	\$23,630
Michael W. Perl				\$413	48.20	\$19,918
Nathan L. Stuart				\$462	41.40	\$19,129
Haim Zaltzman				\$312	37.50	\$11,703
Brian M. Fern	\$625	13.90	\$8,688	\$625	13.90	\$8,688
Mike Murphy	\$343	16.80	\$5,765	\$343	16.80	\$5,765
Eric J. Howe				\$390	10.60	\$4,134
N. Lynn Hiestand				\$835	3.70	\$3,090
Dolores De Elizalde				\$440	5.90	\$2,596
Chris L. Dickerson				\$540	3.20	\$1,728
Lee P. Garner	\$710	2.30	\$1,633	\$710	2.30	\$1,633
John Guzzardo				\$435	2.50	\$1,088
Paraprofessional Total		45.70	\$4,113		870.60	\$79,162
<b>Total</b>		<b>251.50</b>	<b>\$121,150</b>		<b>5,667.20</b>	<b>\$2,721,521 (3.0%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$14,333</b>	<b>\$110,397</b>		

J. Nonworking Travel Time

143. Because of the extensive breadth of services that Skadden provided to the Debtors in these Reorganization Cases, Skadden drew upon the experience and talent of a number of professionals from its worldwide organization including offices located primarily in Chicago, London, Los Angeles, New York, and Washington, D.C. As this Court is aware, the Debtors were headquartered in Troy, Michigan, members of the Statutory Committees were based in several states across the United States, the Debtors' postpetition lenders were based in New York City,

Appaloosa is based in Chatham, New Jersey, and many of the Debtors' other primary constituencies, including its largest U.S. union and GM, are based in Michigan. As a consequence of these disparate locations and the Debtors' expectation and determined need that certain Skadden partners, counsel, associates, and paraprofessionals be on site in Michigan on a regular basis as well as in other locations, including New York, for specific events, Skadden professionals were frequently required to travel among these and other locations. Among other things, Skadden professionals traveled to (i) meet with the Board and senior management, creditor and equity constituencies, and plan investors, (ii) attend Court hearings, and (iii) participate in other meetings and mediations. Skadden's professionals who spend time traveling, but not otherwise working, allocate their time to this billing category.

144. In connection with the foregoing services, Skadden expended 8,798.40 hours during the Final Application Period for which Skadden seeks compensation of \$2,654,031, or 2.9% of the total compensation sought in this Final Application.<sup>37</sup> This amount reflects an approximate fifty-five percent (55%)<sup>38</sup> reduction from Skadden's guideline hourly rates. Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-10. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

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<sup>37</sup> Of this amount, 1,463.10 hours and \$457,131 of fees were expended in the Seventh Application Period. This compares to \$290,270, or 3.2%; \$376,303, or 3.3%; \$351,261, or 3.5%; \$393,436, or 3.1%; \$413,181, or 3.3%; and \$372,449, or 2.4%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

<sup>38</sup> This reduction is comprised of the following: the elimination of approximately 1,084.7 hours of billed time during the Final Application Period as an additional accommodation to the Debtors, and thereafter, a fifty-percent (50%) reduction to the guideline hourly rates. The eliminated time charges primarily related to extended travel time occasioned by weather and air traffic control delays.



Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
John (Jack) Wm Butler, Jr.	\$475	169.30	\$80,418	\$434	1,412.90	\$612,575
John K. Lyons	\$422	100.10	\$42,292	\$376	846.20	\$318,031
Ron E. Meisler	\$355	71.00	\$25,206	\$291	699.50	\$203,327
Randall G. Reese				\$241	579.70	\$139,933
Joseph N. Wharton	\$313	75.30	\$23,532	\$276	470.20	\$129,809
George N. Panagakis	\$435	32.50	\$14,138	\$401	317.70	\$127,303
Lisa B. Diaz	\$230	103.50	\$23,805	\$197	546.00	\$107,608
Albert L. Hogan III	\$388	66.70	\$25,847	\$354	208.40	\$73,800
Allison V. Herriott	\$248	38.80	\$9,603	\$198	358.10	\$70,903
Nathan L. Stuart	\$288	59.40	\$17,078	\$251	244.60	\$61,280
Nick D. Campanario	\$305	75.10	\$22,906	\$268	204.00	\$54,595
Neil MacDonald	\$320	45.50	\$14,560	\$292	162.90	\$47,637
Brian M. Fern	\$312	25.80	\$8,062	\$267	160.60	\$42,929
Dhananjai Shivakumar				\$282	151.00	\$42,622
Michael W. Perl	\$248	46.70	\$11,559	\$225	182.10	\$41,009
Lee P. Garner	\$355	58.90	\$20,911	\$326	110.30	\$35,937
John Guzzardo	\$248	68.60	\$16,979	\$219	152.20	\$33,296
David E. Springer				\$378	76.80	\$28,992
Kellan Grant	\$270	50.00	\$13,500	\$253	112.00	\$28,321
Ian S. Bolton	\$230	13.60	\$3,128	\$198	139.70	\$27,721
Eric J. Howe	\$230	28.50	\$6,555	\$202	136.30	\$27,579
Kurt Ramlo	\$333	43.90	\$14,598	\$323	81.10	\$26,223
Matthew J. Micheli				\$220	117.10	\$25,762
Eric L. Cochran				\$404	63.40	\$25,630
Christopher P. Connors	\$312	26.50	\$8,281	\$299	76.80	\$22,994
John P. Furfaro				\$385	52.70	\$20,292
Kenneth Berlin				\$393	47.90	\$18,848
N. Lynn Hiestand				\$436	42.80	\$18,647
Marian P. Wexler				\$385	39.10	\$15,055
Keith D. Krakaur				\$384	38.80	\$14,914

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Amy Van Gelder	\$270	18.80	\$5,076	\$246	58.20	\$14,337
Courtney E. VanLonkhuyzen				\$195	64.90	\$12,686
Rena M. Samole	\$313	34.10	\$10,657	\$309	39.40	\$12,155
J.R. Lederer				\$178	68.20	\$12,106
Neil M. Leff				\$415	27.30	\$11,330
Matthew Gartner	\$210	37.50	\$7,875	\$200	54.50	\$10,892
Karen E. Willenken				\$274	38.30	\$10,476
Sarah J. Platt	\$210	33.40	\$7,014	\$200	48.50	\$9,695
Michelle Gasaway				\$313	29.60	\$9,250
Kayalyn A. Marafioti				\$398	21.00	\$8,348
Laverne F. Hill	\$230	10.70	\$2,461	\$207	30.40	\$6,303
Young M. Park	\$313	7.00	\$2,188	\$294	17.90	\$5,267
Erica Schohn				\$235	20.70	\$4,865
P. Gifford Carter				\$268	15.60	\$4,173
Eric B. Sensenbrenner				\$298	13.40	\$3,993
Erin C. Furman				\$293	13.20	\$3,861
Jay S. Berke				\$378	9.70	\$3,662
Kathy Zambrano				\$205	16.70	\$3,423
Denise Kaloudis	\$288	11.60	\$3,335	\$288	11.60	\$3,335
Nick P. Saggese				\$438	7.40	\$3,238
Christopher J. Gunther				\$330	9.20	\$3,036
Thomas J. Matz				\$280	10.40	\$2,912
Jason P. Ketchens				\$283	10.30	\$2,910
Catherine E. Danz				\$232	12.50	\$2,906
Patrick J. Nash, Jr.				\$255	10.50	\$2,678
Melissa T. Kahn				\$205	12.00	\$2,461
Peter A. Atkins				\$418	5.40	\$2,255
Haim Zaltzman				\$168	12.80	\$2,145
Sina Toussi				\$270	7.50	\$2,025
Mike Murphy	\$188	9.20	\$1,725	\$188	9.20	\$1,725

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Dolores De Elizalde				\$220	7.20	\$1,584
Brandon M. Duncomb	\$188	8.10	\$1,519	\$188	8.10	\$1,519
Paraprofessional Total		93.00	\$12,323		245.90	\$28,908
<b>Total</b>		<b>1,463.10</b>	<b>\$457,131</b>		<b>8,798.40</b>	<b>\$2,654,031 (2.9%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$577,981</b>	<b>\$3,197,520</b>		

K. Tax Matters

145. A significant portion of Skadden's work on tax matters during the Final Application Period initially related to the drafting and negotiation of the interim and final trading orders that established certain restrictions on the trading of equity securities of Delphi and claims against the Debtors to preserve the Debtors' substantial tax attributes. After entry of the final trading order, Skadden's work involved analyzing filings with the Court and the Securities and Exchange Commission ("SEC") by equity holders and claim holders to ensure compliance with the final trading order, as well as assisting Delphi in connection with its evaluation of its tax attributes and their preservation pursuant to the final trading order. Skadden also assisted the Debtors in negotiating and filing a joint stipulation with the Court to address and resolve issues that arose from certain securities transactions that violated the final trading order.

146. Skadden also assisted the Debtors in handling the various tax issues that arose as a result of the filing of the Reorganization Cases, including analysis regarding the application of the Bankruptcy Code and the Court's orders to federal, state, and local tax laws and employment tax issues. Skadden also reviewed and provided advice with respect to tax provisions of the debtor-in-possession financing agreements. Additionally, Skadden professionals worked closely with the Debtors to respond to various inquiries by taxing authorities concerning matters

relating to payments pursuant to the "first day" order authorizing payment of certain sales, use, and trust-fund taxes.

147. On March 7, 2006, the PBGC filed liens in excess of \$250 million (which amounts increased significantly over time) on non-U.S. affiliates of the Debtors pursuant to section 412(n) of the Internal Revenue Code because the Debtors did not to make the minimum funding payments for its defined pension plans. Skadden assisted the Debtors by analyzing the PBGC's ability to file such liens and the likely effect of such filings.

148. In connection with the development and negotiation of the Framework Agreements and to lay the ground work for a potential plan of reorganization and emergence from chapter 11, Skadden worked with the Debtors' tax department in analyzing the tax ramifications of various proposals of what later became the Framework Agreements. Throughout the Final Application Period, Skadden devoted substantial time to analyzing certain complex tax ramifications in connection with the Framework Agreements and the Delphi-Appaloosa EPCA. For example, Skadden professionals researched the Debtors' ability to utilize certain potentially advantageous tax rules under section 382 of the Internal Revenue Code that could arise under the various scenarios proposed in the Framework Agreements and the Delphi-Appaloosa EPCA. These issues included, among other things, matters related to changes in control and potential limitations on the use of net operating losses and other tax assets after emerging from chapter 11.

149. During 2007 and 2008, including the Seventh Application Period, Skadden analyzed the United States federal income tax consequences of the September 2007 Plan and December 2007 Plan to various classes of claim holders and prepared the tax disclosure contained in the September 2007 Disclosure Statement, the Disclosure Statement, and the Form S-1 filed in connection with the Rights Offering. Skadden also assisted the Debtors in analyzing and

evaluating issues related to certain restructuring transactions and assisted in the preparation of an exhibit to the Confirmed Plan that described these transactions in detail. In addition, throughout the Final Application Period, Skadden assisted the Debtors in reviewing and analyzing various issues in connection with reconciling proofs of claim filed by various federal, state, and local taxing authorities.

150. Finally, during the Seventh Application Period, in addition to providing assistance on tax matters in connection with the December 2007 Plan and Disclosure Statement, Skadden also assisted the Debtors with pursuing a Federal Insurance Contributions Act ("FICA") refund claim, by conducting legal research, drafting, and filing a complaint to recover the refund claim.<sup>39</sup> Skadden also assisted the Debtors in analyzing tax related issues in connection with preparation of the sale of the Debtors' steering and halfshaft business.

151. In connection with the foregoing services, Skadden expended 4,310.70 hours during the Final Application Period for which Skadden seeks compensation of \$2,593,308, or 2.9% of the total compensation sought in this Final Application.<sup>40</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-11. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

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<sup>39</sup> In the complaint, three Debtor-plaintiffs, on behalf of themselves and their employees, sought a refund of \$26,058,130.00 in overpayments of FICA and related interest. The taxes were imposed on bonuses paid to Union members upon ratification of collective bargaining agreements in 1999 and 2003.

<sup>40</sup> Of this amount, 527.20 hours and \$365,014 of fees were expended in the Seventh Application Period. This compares to \$932,086, or 10.1%; \$82,775, or 0.7%; \$319,866, or 3.2%; \$417,360, or 3.3%; \$185,480, or 1.5%; and \$290,727, or 1.9%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Eric B. Sensenbrenner	\$695	93.90	\$65,261	\$594	915.50	\$544,067
Cliff Gross	\$920	102.10	\$93,932	\$813	613.90	\$499,370
Aaron S. Feinberg	\$610	203.20	\$123,952	\$541	751.90	\$406,661
Daniel P. Phillips				\$541	653.20	\$353,498
Kayalyn A. Marafioti	\$895	8.60	\$7,698	\$810	154.10	\$124,779
David A. Schneider				\$588	189.10	\$111,165
Thomas J. Matz				\$563	140.50	\$79,122
Jody J. Brewster				\$754	102.10	\$77,010
Michael W. Perl	\$495	19.60	\$9,702	\$416	149.20	\$62,089
Kurt Ramlo	\$665	42.70	\$28,396	\$643	76.00	\$48,865
Paul Schockett				\$390	110.20	\$42,978
Allen Stenger				\$444	65.30	\$29,023
David E. Springer				\$755	38.30	\$28,917
Ron E. Meisler	\$710	19.20	\$13,632	\$658	39.20	\$25,782
Denise Kaloudis	\$575	34.20	\$19,666	\$555	45.50	\$25,260
Adlai S. Hardin	\$625	1.60	\$1,000	\$587	28.10	\$16,503
Joseph N. Wharton				\$490	30.40	\$14,888
Venera E. Ziegler				\$510	27.90	\$14,229
Justin L. Heather				\$465	30.20	\$14,043
Chris L. Dickerson				\$540	24.60	\$13,284
Andre LeDuc				\$770	17.00	\$13,090
Matthew Gartner				\$355	24.60	\$8,733
Eric L. Cochran				\$795	10.70	\$8,507
M. Janine Jjingo				\$335	20.50	\$6,868
John (Jack) Wm Butler, Jr.				\$845	6.60	\$5,580
John K. Lyons	\$845	2.10	\$1,775	\$743	6.60	\$4,903
Sina Toussi				\$540	7.50	\$4,050
Melissa T. Kahn				\$470	3.80	\$1,786
Brian M. Fern				\$485	2.60	\$1,261
Neil M. Leff				\$785	1.50	\$1,178

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
J.R. Lederer				\$355	3.20	\$1,136
Haim Zaltzman				\$295	3.70	\$1,092
Allison V. Herriott				\$375	2.90	\$1,088
Paraprofessional Totals					14.30	\$2,503
<b>Total</b>		<b>527.20</b>	<b>\$365,014</b>		<b>4,310.70</b>	<b>\$2,593,308 (2.9%)</b>
<b>Voluntary fee accommodation excluded from total:</b>			<b>\$25,220</b>	<b>\$159,664</b>		

Matters Between \$1,000,000 And \$2,500,000

L. Employee Matters (General)

152. As of the Petition Dates, the Company employed approximately 180,000 employees worldwide, of whom 50,600 were employees in the United States at approximately 44 manufacturing sites, 13 technical centers, and Delphi's Troy, Michigan headquarters.

Approximately 34,750 of the Debtors' U.S. employees were hourly employees as of the Petition Dates, and 96% of those were Union-represented. Outside the United States, the Company's foreign entities employed more than 134,000 people on the Petition Dates, supporting 120 manufacturing sites and 20 technical centers in nearly 40 countries around the globe.

153. As part of the Debtors' "first day" relief, this Court authorized the Debtors to pay certain prepetition human capital obligations and to continue the related human capital benefit programs in the ordinary course of business to protect the Debtors' employees. Skadden worked closely with the Debtors to assist them in implementing this relief including responding to internal and external questions.

154. The Debtors anticipated positioning the compensation programs of all of their employees at market-competitive levels. Skadden, along with other advisors to the Debtors,

advised the Debtors in connection with the Debtors' reassessment of the employment proposition that the Company could offer its executive workforce in light of current U.S. and marketplace economic realities. The result of this evaluation led to Skadden's drafting of a motion (the "KECP Motion") to implement a key employee compensation program based on recommendations made by the Debtors' outside compensation consultant as adopted by the Compensation Committee of Delphi's Board of Directors. The KECP Motion was objected to by 11 parties. In response to the parties' various pre-hearing discovery requests, Skadden reviewed and produced more than 5,000 pages of documents related to the KECP. Skadden also produced the declarations of the Debtors' supporting witnesses and defended them during depositions. In addition, Skadden took the depositions of witnesses from three objectors.

155. In addition to preparing for litigation over the KECP Motion, Skadden worked closely with the Debtors during the course of negotiations with the Creditors' Committee on the terms of the KECP. Skadden drafted and negotiated with the Creditors' Committee detailed and consensual safe harbor or prophylactic measures to escrow any performance-based awards in the event that the Debtors asserted a claim (or the Creditors' Committee notified the Debtors that they intended to obtain from the Court within a specified time period authority to file a complaint against that participant). Moreover, the agreed upon safe harbor provided that KECP payments would be forfeited for those participants, if any, against whom it was determined, with respect to conduct or transactions relating to the participant's employment or affiliation with the Debtors, that he/she failed to act in good faith and in a manner the Debtors reasonably believed to be in or not opposed to the best interests of the Debtors. On February 10, 2006, the Bankruptcy Court conducted an evidentiary hearing on the Debtors' request to restore a limited portion of the at-risk compensation opportunities available to the Debtors' executives prepetition by implementing a



short-term annual incentive program ("AIP") for the first six months of 2006. On February 17, 2006 the Court approved the AIP proposed by the Debtors (Docket No. 2441).

156. At various points throughout the Final Application Period, Skadden assisted Debtors in filing three supplements to the KECP Motion seeking to set new AIP targets and to continue the AIP for the second half of 2006 (Docket No. 4419), the first half of 2007 (Docket No. 7200), and the second half of 2007 (Docket No. 9298). In connection with those supplements, the Debtors, with Skadden's assistance, prepared supporting declarations and omnibus replies (Docket Nos. 4586, 7373, 9614) and prepared for and participated in contested hearings regarding the supplements. The Debtors also engaged in discussions with the Creditors' Committee and its advisors, including its compensation consultant, concerning the proposed payout curves and other terms and conditions of the AIP for each six-month performance period and the Creditors' Committee's authority to make certain adjustments to the Debtors' financial performance for AIP purposes at the conclusion of each performance period. The Court entered orders approving the supplements in July 2006 (Docket No. 4660), March 2007 (Docket No. 7474), and October 2007 (Docket No. 10428).

157. Skadden also assisted the Debtors in their discussions with the Creditors' Committee on issues related to the at-risk emergence payment program. Objections to an at-risk emergence performance payment program were filed by the six Unions representing hourly employees working in the domestic U.S. portion of Delphi's business operations. Skadden devoted a significant amount of time serving discovery requests, deposing witnesses, and producing the declarations of the Debtors' supporting witnesses and defended them during deposition.

158. In addition, as part of the Debtors' organizational restructuring, the fourth element of its transformation plan, in consultation with its consultant Booz Allen Hamilton Inc., the Debtors expected to reduce their global salaried workforce by as many as 8,500 employees as a result of portfolio and product realizations and initiatives adopted following an analysis of the Debtors' SG&A cost savings opportunities. On May 30, 2006, the Debtors, with Skadden's assistance, obtained Court approval to enter into two agreements with Booz Allen Hamilton Inc. to provide ongoing support for the Debtors' SG&A expenses and organizational transformation (Docket No. 3952).

159. Finally, during the Seventh Application Period, Skadden advised the Debtors on various matters relating to executive compensation in connection with the December 2007 Plan. Skadden assisted the Debtors in drafting and negotiating various documents, including employment agreements and change in control agreements as well as a new supplemental executive retirement plan and salaried retirement equalization savings program. Skadden also assisted the Debtors in working with the plan investors to finalize these documents so that they could be filed as exhibits to the Disclosure Statement and December 2007 Plan. Given the nature of these executive compensation documents, Skadden also assisted the Debtors in drafting a Form 8-K to be filed with the SEC in connection with these matters.

160. In connection with the foregoing services, Skadden expended 4,429.80 hours during the Final Application Period for which Skadden seeks compensation of \$2,451,723, or 2.7% of the total compensation sought in this Final Application.<sup>41</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period

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<sup>41</sup> Of this amount, 219.10 hours and \$161,031 of fees were expended in the Seventh Application Period. This compares to \$879,786, or 9.6%; \$359,097, or 3.2%; \$308,544, or 3.1%; \$127,626, or 1.0%; \$294,905, or 2.3%; and \$340,268, or 2.2%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

are attached hereto as Exhibit D-12. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Neil MacDonald	\$640	10.20	\$6,528	\$555	661.40	\$366,899
Nick D. Campanario				\$481	761.30	\$366,021
Brian M. Fern				\$502	719.30	\$360,736
David E. Springer				\$755	300.50	\$226,879
John (Jack) Wm Butler, Jr.	\$950	16.20	\$15,390	\$857	255.80	\$219,226
Neil M. Leff	\$895	68.20	\$61,040	\$844	254.40	\$214,596
Young M. Park	\$625	96.50	\$60,314	\$585	282.60	\$165,461
Albert L. Hogan III	\$775	3.60	\$2,790	\$656	191.20	\$125,463
John Guzzardo				\$375	167.10	\$62,664
Ron E. Meisler	\$710	9.40	\$6,674	\$575	92.90	\$53,389
Allison V. Herriott				\$375	116.70	\$43,764
Kayalyn A. Marafioti	\$895	1.80	\$1,611	\$811	43.30	\$35,105
Thomas J. Matz				\$578	59.90	\$34,625
Erica Schohn				\$470	59.80	\$28,106
Kelly Smith-Haley				\$375	47.60	\$17,850
Eric J. Howe				\$390	31.50	\$12,285
Joshua A. Mullin				\$540	19.90	\$10,746
John K. Lyons	\$845	3.20	\$2,704	\$800	8.80	\$7,044
Ronald D. Kohut				\$424	15.60	\$6,612
Sina Toussi				\$540	11.80	\$6,372
Rena M. Samole				\$565	10.50	\$5,933
John P. Furfaro				\$810	4.70	\$3,807
Nathan L. Stuart				\$440	7.10	\$3,124
Matthew J. Micheli				\$440	6.60	\$2,904
Haim Zaltzman				\$295	9.60	\$2,832
Sarah S. Dale	\$375	7.30	\$2,738	\$375	7.30	\$2,738

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Eric L. Cochran				\$821	2.70	\$2,217
Dolores De Elizalde				\$440	4.30	\$1,892
Kurt Ramlo				\$560	3.00	\$1,680
Brent M. Houston				\$435	3.80	\$1,653
Louis D. Wilson				\$510	2.90	\$1,479
Joseph N. Wharton				\$565	2.50	\$1,413
Adam F. Halper	\$460	2.70	\$1,242	\$460	2.70	\$1,242
Paraprofessional Totals					260.70	\$54,966
<b>Total</b>		<b>219.10</b>	<b>\$161,031</b>		<b>4,429.80</b>	<b>\$2,451,723 (2.7%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$23,920</b>	<b>\$169,119</b>		

M. Rights Offering

161. In contemplation of a rights offering in connection with the September 2007 Plan and December 2007 Plan, the Debtors, with Skadden's assistance, devoted time to the discussion and negotiation of revisions to the rights offering contemplated by the Delphi-Appaloosa EPCA with the New Plan Investors and the Statutory Committees. Skadden professionals also assisted the Debtors with respect to ongoing diligence in connection with the registration statement and dedicated time to drafting the registration statement to reflect the agreed upon revisions to the rights offerings contemplated thereby and researching certain related issues, including tax and securities law issues.

162. Skadden continued to assist the Debtors with the rights offering during the Seventh Application Period. In connection with the securities offered by the Debtors pursuant to the rights offering and warrants issued under the September 2007 Plan and December 2007 Plan, Skadden prepared the necessary documentation, including the registration statement, a registration rights agreement, prospectuses, and other related documents. These documents were the product

of extensive discussions between the Debtors, the New Plan Investors, the SEC, and other key stakeholders.

163. To implement the distribution of discount rights to claimants with claims that had not yet been allowed, including contingent, unliquidated, disputed, or unreconciled claims, Skadden also prepared and filed a motion on December 28, 2007 (Docket No. 11606) (the "Rights Offering Estimation Motion") to temporarily allow such claims, in an amount estimated by the Debtors for the sole purpose of participation in the rights offering. After sending out approximately 1,700 individualized notices reflecting the provisionally allowed amounts of the claims, the Debtors received 35 objections to the Rights Offering Estimation Motion. The Debtors worked diligently to resolve the objections, and only three objections remained contested at the hearing held January 22, 2008. The Court granted the Rights Offering Estimation Motion by entry of its order entered January 24, 2008 (Docket No. 12334) thereby overruling the outstanding objections.

164. In connection with the foregoing services, Skadden expended 3,931.30 hours during the Final Application Period for which Skadden seeks compensation of \$2,336,402, or 2.6% of the total compensation sought in this Final Application.<sup>42</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-13. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

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<sup>42</sup> Of this amount, 1,943.20 hours and \$1,120,975 of fees were expended in the Seventh Application Period. This compares to \$444,341, or 3.5%; \$661,516, or 5.3%; and \$127,644, or 0.8%, of the total fees requested for this matter in Skadden's Fourth, Fifth, and Sixth Interim Fee Applications, respectively. Skadden did not request compensation for this matter in its First, Second, or Third Interim Fee Applications.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Michelle Gasaway	\$695	360.90	\$250,827	\$658	776.50	\$510,580
Nick P. Saggese	\$950	86.20	\$81,890	\$903	231.20	\$208,767
Erin C. Furman				\$585	279.70	\$163,625
Nathan L. Stuart	\$575	75.90	\$43,644	\$514	313.60	\$161,307
Kellan Grant	\$540	225.60	\$121,824	\$538	231.50	\$124,597
Christopher J. Bouchard	\$540	226.10	\$122,094	\$540	226.10	\$122,094
Ryan M. Newburn	\$377	319.10	\$120,142	\$377	319.10	\$120,142
Gregg A. Noel	\$920	72.10	\$66,332	\$889	123.40	\$109,683
George N. Panagakis	\$870	41.80	\$36,366	\$838	89.90	\$75,327
Kayalyn A. Marafioti	\$895	12.30	\$11,009	\$839	86.60	\$72,678
Adam F. Halper	\$460	54.30	\$24,978	\$415	153.80	\$63,783
Joseph N. Wharton	\$625	92.20	\$57,625	\$625	92.20	\$57,625
Eric L. Cochran	\$920	1.90	\$1,748	\$847	67.50	\$57,181
Daniel I. Ganitsky	\$625	15.00	\$9,376	\$591	93.20	\$55,124
Adlai S. Hardin				\$585	91.30	\$53,411
Eric B. Sensenbrenner				\$625	60.30	\$37,688
Thomas J. Matz				\$625	49.50	\$30,938
Paul Schockett				\$390	75.80	\$29,562
Ron E. Meisler	\$710	30.90	\$21,939	\$679	41.70	\$28,329
Renee C. Delphin-Rodriguez	\$420	66.70	\$28,014	\$420	66.70	\$28,014
John (Jack) Wm Butler, Jr.	\$950	3.60	\$3,420	\$884	30.60	\$27,046
Amy J. Goetz				\$355	66.10	\$23,466
Brandon M. Duncomb	\$375	62.10	\$23,288	\$375	62.10	\$23,288
Aaron S. Feinberg	\$610	29.30	\$17,873	\$594	37.50	\$22,260
Micah G. Katz				\$390	51.40	\$20,046
John K. Lyons	\$845	13.20	\$11,154	\$845	13.20	\$11,154
Young M. Park	625	17.70	\$11,063	\$625	17.70	\$11,063
Marie L. Gibson				\$670	16.30	\$10,921
Sarah S. Dale	\$375	26.30	\$9,863	\$375	26.3	\$9,863
Cliff Gross				\$830	10.00	\$8,300

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Ronald D. Kohut	\$540	12.70	\$6,858	\$540	12.70	\$6,858
Eric J. Howe	\$460	14.60	\$6,716	\$460	14.60	\$6,716
Mike Murphy	375	13.60	\$5,100	\$375	13.60	\$5,100
Neil M. Leff	\$895	5.10	\$4,565	\$895	5.10	\$4,565
Lisa B. Diaz	\$460	7.50	\$3,450	\$460	7.50	\$3,450
John P. Furfaro				\$810	3.90	\$3,159
Nick D. Campanario				\$535	5.90	\$3,157
Sarah J. Platt	\$420	7.30	\$3,066	\$420	7.30	\$3,066
Tero Louko	\$635	1.70	\$1,080	\$605	4.20	\$2,543
Louis D. Wilson				\$585	3.70	\$2,165
Kurt Ramlo	\$665	2.60	\$1,730	\$665	2.60	\$1,730
Albert L. Hogan III	\$775	2.10	\$1,628	\$775	2.10	\$1,628
Gregory O. Ogunsanya				\$495	2.20	\$1,089
Ian S. Bolton	\$460	2.30	\$1,058	\$460	2.30	\$1,058
Melissa T. Kahn	\$540	1.90	\$1,026	\$540	1.90	\$1,026
Michael W. Perl				\$435	2.30	\$1,001
Paraprofessional Totals		38.60	\$10,229		38.60	\$10,229
<b>Total</b>		<b>1,943.20</b>	<b>\$1,120,975</b>		<b>3,931.30</b>	<b>\$2,336,402 (2.6%)</b>
<b>Voluntary fee accommodation excluded from total:</b>			<b>\$110,337</b>	<b>\$192,258</b>		

N. Retention/Fee Matters/Objections (Others)

165. Reorganization cases as large and complex as these require the coordinated efforts of a number of restructuring advisors and professionals. To this end, during the Final Application Period, Skadden assisted the Debtors in preparing retention and supplemental retention applications for other professional firms, which applications the Debtors filed during the Final Application Period. Furthermore, Skadden advised the Debtors regarding the retention, pursuant to the Ordinary Course Professionals Order (Docket No. 883), of more than 100 ordinary

course professionals who provided the Debtors with a host of non-restructuring legal, accounting, and other professional services. Because the Ordinary Course Professional Order required any ordinary course professional to file an affidavit prior to being retained and compensated by the Debtors, Skadden assisted the Debtors in tracking which professionals had filed such affidavits and when the expiration of the individual objection periods had occurred,<sup>43</sup> permitting the Debtors then to pay such ordinary course professionals.

166. During the Final Application Period, Skadden assisted the Debtors in connection with retention applications for, among others, Deloitte & Touche LLP as auditors and accountants for fiscal year 2005; DLA Piper LLP as an advisor to and representative of an affiliate Debtor; Downer & Company LLC as financial advisor and investment banker with regard to the divestiture and other strategic alternatives; Dykema Gossett PLC as special counsel; Ernst & Young LLP as Sarbanes-Oxley, valuation, and tax services providers; FTI Consulting, Inc. as restructuring and financial advisors; Groom Law Group Chartered as special employee benefits counsel; Jones Lang LaSalle Americas, Inc. as real estate transaction and services providers; KCC as claims, noticing, and balloting agent; KeyBanc Capital Markets Inc. as financial advisor and investment banker with regard to the divestiture and other strategic alternatives relating to the Debtors' bearings business; Mayer, Brown, Rowe and Maw as special counsel; PricewaterhouseCoopers LLP as a provider of certain services in connection with Sarbanes-Oxley compliance, tax and financial planning, and other general tax consulting services to the Debtors; O'Melveny & Myers, LLP as special labor counsel; Rothschild Inc. as financial advisors and investment bankers; Shearman & Sterling LLP ("Shearman") as special counsel; Togut, Segal & Segal LLP ("Togut") as conflicts counsel; Wilmer, Cutler, Pickering, Hale & Dorr LLP as special

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<sup>43</sup> The Ordinary Course Professional Order provided a 10-day objection period for certain parties-in-interest to object to the retention of an ordinary course professional.



regulatory counsel; and W.Y. Campbell & Company as a provider of services in connection with the formulation, analysis; negotiation, and implementation of the divestiture or other strategic alternatives relating to certain of the Debtors' non-core business lines.

167. The Interim Compensation Order that was entered at the outset of the Final Application Period required the formation of the Fee Review Committee. Accordingly, Skadden assisted the Debtors and worked together with the U.S. Trustee and the Creditors' Committee to reach a consensus regarding the formation of a Fee Review Committee and to develop the Fee Review Protocol, which was later approved by this Court. To facilitate and centralize the review by the Fee Review Committee of the six interim applications that were filed by various professionals throughout the Final Application Period, Skadden, at the Fee Review Committee's request and direction, coordinated with various professionals and arranged in-person or telephonic meetings with the Fee Review Committee to review, and as necessary to negotiate, certain additional fee accommodations. Skadden also drafted and filed notices of hearing for all the professionals' fee applications and provided relevant information to the Court, as requested. Skadden also assisted the Debtors and the various professionals in preparing for the hearings to consider approval of the interim fee applications for the first six interim fee periods. In conjunction with those hearings and at the direction of this Court, Skadden drafted proposed orders approving all interim fee applications (in the amounts recommended by the Fee Review Committee).

168. In connection with the foregoing services, Skadden expended 5,172.00 hours during the Final Application Period for which Skadden seeks compensation of \$2,083,479, or 2.3% of the total compensation sought in this Final Application.<sup>44</sup> Detailed time entries of each

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<sup>44</sup> Of this amount, 448.70 hours and \$173,084 of fees were expended in the Seventh Application Period. This compares to \$377,176, or 4.1%; \$431,545, or 3.8%; \$241,482, or 2.4%; \$384,393, or 3.0%; \$280,261, or 2.2%;

Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-14. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Dolores De Elizalde				\$465	984.30	\$457,541
Thomas J. Matz	\$665	63.50	\$42,229	\$601	606.60	\$364,387
M. Janine Jjingo				\$362	868.10	\$314,195
Venera E. Ziegler				\$510	293.30	\$149,583
Haim Zaltzman				\$311	370.40	\$115,310
Ron E. Meisler				\$562	104.40	\$58,678
Kayalyn A. Marafioti	\$895	1.40	\$1,253	\$811	56.10	\$45,498
John K. Lyons				\$726	48.80	\$35,413
Rena M. Samole	\$625	24.00	\$15,001	\$589	59.10	\$34,833
Adlai S. Hardin	\$625	54.90	\$34,313	\$625	54.90	\$34,313
John (Jack) Wm Butler, Jr.				\$847	40.10	\$33,980
Melissa T. Kahn	\$540	44.10	\$23,814	\$523	58.10	\$30,394
Allison V. Herriott	\$495	5.30	\$2,624	\$425	69.70	\$29,615
Marian P. Wexler				\$770	35.70	\$27,489
Brian M. Fern	\$625	3.30	\$2,063	\$566	43.20	\$24,440
Joseph N. Wharton				\$565	43.20	\$24,408
Catherine E. Danz				\$465	43.10	\$20,042
Sina Toussi				\$540	27.80	\$15,012
Dionysios V. Tsiros				\$295	41.40	\$12,214
Lisa B. Diaz				\$295	19.40	\$5,723
Michael W. Perl				\$435	10.10	\$4,395

and \$195,538, or 1.3%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Nathan L. Stuart				\$440	9.70	\$4,268
Denise Kaloudis				\$495	6.20	\$3,069
Sarah J. Platt				\$355	6.90	\$2,450
Randall G. Reese				\$465	4.40	\$2,047
Gregory O. Ogunsanya				\$440	3.50	\$1,540
Brent M. Houston				\$375	3.70	\$1,388
Kellan Grant	\$540	2.10	\$1,134	\$540	2.10	\$1,134
Kurt Ramlo				\$625	1.60	\$1,000
Paraprofessional Totals		250.10	\$50,653		1,256.10	\$229,120
<b>Total</b>		<b>448.70</b>	<b>\$173,084</b>		<b>5,172.00</b>	<b>\$2,083,479 (2.3%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$30,898</b>	<b>\$166,854</b>		

O. General Corporate Advice

169. During the Final Application Period, Skadden professionals attended numerous meetings of the Board which required, among other things, working with the Debtors' various professionals and the Debtors' senior management to prepare detailed materials for distribution and discussion. In connection with these meetings and in the course of the Debtors' daily operations, in addition to general restructuring advice, Skadden devoted a significant amount of time to advising the Debtors' management and Board on other general corporate governance matters as they related to the reorganization.

170. Also during the Final Application Period, Skadden professionals advised the Debtors in connection with the preparation of the Debtors' regulatory filings with the SEC, including Forms 10-K for the years ending December 31, 2005, 2006, and 2007 and various Forms 10-Q for the respective and quarters during the Final Application Period. Skadden also assisted the Debtors with their other regulatory filings with the SEC, including the Debtors' Forms 8-K,

which are issued in connection with disclosure issues on matters such as material agreements, financial matters, and the Debtors' monthly operating reports. Skadden also advised the Debtors with respect to other regulatory issues, including matters relating to the delisting of its common stock with the New York Stock Exchange and the liquidation of the Debtors' Trust Preferred Securities.

171. In addition, during the Final Application Period, Skadden assisted the Debtors on various matters relating to their trust preferred securities. Delphi was a party to two declarations of trust pursuant to which two series of trust preferred securities, the 8.25% Cumulative Trust Preferred Securities and the Adjustable Rate Trust Preferred Securities, were issued in 2003. Pursuant to the declarations of trust, the trusts that issued these preferred securities were liquidated during the Final Application Period as a result of the filing of these chapter 11 cases. In exchange for their book-entry interests in the global certificates issued pursuant to the declarations of trust, holders of the preferred securities received pro rata interests in two global notes issued by Delphi. Skadden assisted in connection with the liquidation of the trusts and the exchange of the preferred securities for interests in the global notes.

172. In connection with the foregoing services, Skadden expended 3,314.70 hours during the Final Application Period for which Skadden seeks compensation of \$2,063,481, or 2.3% of the total compensation sought in this Final Application.<sup>45</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-15. A summary of the hours expended and the corresponding

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<sup>45</sup> Of this amount, 455.80 hours and \$281,638 of fees were expended in the Seventh Application Period. This compares to \$340,687, or 3.7%; \$249,312, or 2.2%; \$161,208, or 1.6 %; \$253,853, or 2.0%; \$475,902, or 3.8%; and \$312,176, or 2.0%; of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

dollar amount of the services performed by each professional during the Seventh Application

Period and the Final Application Period is provided in the following table:

<b>Name</b>	<b>Seventh Period Rate</b>	<b>Seventh Period Time</b>	<b>Seventh Period Amount</b>	<b>Final Application Period Rate</b>	<b>Final Application Period Time</b>	<b>Final Application Period Amount</b>
John (Jack) Wm Butler, Jr.	\$950	72.00	\$68,400	\$871	548.10	\$477,530
Eric L. Cochran	\$920	35.30	\$32,476	\$822	464.80	\$381,905
Adam F. Halper	\$460	155.80	\$71,668	\$413	468.80	\$193,738
Daniel I. Ganitsky	\$625	42.60	\$26,626	\$591	285.10	\$168,492
Kayalyn A. Marafioti	\$895	14.50	\$12,978	\$824	133.10	\$109,716
Marie L. Gibson				\$576	136.00	\$78,385
Adlai S. Hardin	\$625	11.70	\$7,313	\$573	126.30	\$72,325
Paola Lozano				\$540	99.30	\$53,622
Gregory O. Ogunsanya				\$475	111.50	\$52,922
Ron E. Meisler				\$570	92.80	\$52,911
Jamie Hur				\$375	123.50	\$46,313
Thomas J. Matz	\$665	2.10	\$1,397	\$609	70.70	\$43,052
Karen M. Suber	\$420	52.30	\$21,966	\$393	90.00	\$35,350
Nathan L. Stuart	\$575	11.40	\$6,556	\$505	65.20	\$32,957
Sina Toussi				\$540	57.50	\$31,050
Neil M. Leff	\$895	4.70	\$4,207	\$825	29.30	\$24,171
Peter Olasky				\$403	53.10	\$21,409
Michelle Gasaway	\$695	6.70	\$4,657	\$645	23.10	\$14,907
Brett Arkuss	\$420	10.70	\$4,494	\$374	37.20	\$13,902
Louis D. Wilson				\$561	23.60	\$13,244
Kenneth Berlin				\$802	15.80	\$12,670
Kellan Grant	\$540	16.40	\$8,856	\$519	23.40	\$12,146
George N. Panagakis				\$792	12.40	\$9,824
Lawrence D. Frishman				\$766	12.40	\$9,495
Ronald D. Kohut	\$540	4.10	\$2,214	\$485	19.10	\$9,264
Peter A. Atkins				\$835	10.80	\$9,018
Lisa B. Diaz				\$378	22.90	\$8,646

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Allison V. Herriott				\$404	13.80	\$5,579
Neil MacDonald				\$588	9.30	\$5,468
Randall G. Reese				\$480	11.10	\$5,330
Brian M. Fern				\$485	10.80	\$5,239
Joseph N. Wharton				\$565	9.20	\$5,199
Dolores De Elizalde				\$495	10.30	\$5,099
M. Janine Jjingo				\$390	11.90	\$4,641
Kathy Zambrano				\$410	10.40	\$4,264
Rita Sinkfield Belin				\$585	6.00	\$3,510
Marian P. Wexler				\$770	4.40	\$3,388
Erica Schohn				\$470	6.60	\$3,102
Sarah J. Platt	\$420	6.60	\$2,772	\$420	6.60	\$2,772
John K. Lyons				\$775	3.40	\$2,635
John P. Furfaro				\$810	2.90	\$2,349
Paul Schockett				\$390	4.80	\$1,872
Young M. Park	\$625	2.80	\$1,750	\$625	2.80	\$1,750
Denise Kaloudis				\$495	3.40	\$1,683
Albert L. Hogan III				\$695	2.20	\$1,529
Christian Pilkington	\$635	2.00	\$1,270	\$635	2.00	\$1,270
John Guzzardo				\$435	2.60	\$1,131
Christopher J. Bouchard	\$540	1.90	\$1,026	\$540	1.90	\$1,026
Ian S. Bolton	\$460	2.20	\$1,012	\$460	2.20	\$1,012
Paraprofessional Total					20.30	\$4,669
<b>Total</b>		<b>455.80</b>	<b>\$281,638</b>		<b>3,314.70</b>	<b>\$2,063,481 (2.3%)</b>
Voluntary fee accommodation excluded from total			<b>\$44,214</b>	<b>\$209,357</b>		

P. Business Operations/Strategic Planning

173. During these Reorganization Cases, Skadden professionals met regularly with the Debtors' senior management, investment bankers, financial advisors, and other business

and legal advisors to consider restructuring strategies and initiatives. Among other matters, at the Debtors' direction, senior Skadden lawyers participated in weekly meetings at the Company's headquarters, including meetings with the Delphi transformation committee. Skadden also participated in numerous strategy sessions, meetings, and calls to consider such major case issues as the Debtors' development of (a) their transformation plan, (b) their 2007-2011 preliminary restructuring business plan, (c) the plan-related discussions, and (d) additional strategic considerations impacting all aspects of the Reorganization Cases. Furthermore, Skadden assisted the Debtors with respect to operational issues as they relate to these Reorganization Cases. Skadden frequently advised the Debtors' management with respect to specific business questions posed by management that arose from events occurring in the Reorganization Cases. Part of Skadden's advice in this regard involved the participation of Skadden professionals in periodic planning and strategy conferences with the Debtors' senior management team.

174. To assist the Debtors in continuing to perform their fiduciary duties, Skadden worked with the Debtors in implementing procedures for the Debtors to operate their businesses in accordance with the requirements of the Bankruptcy Code. Skadden reviewed certain of the Debtors' proposed expenditures, contractual relationships, dispositions of property, and other transactions to aid the Debtors in evaluating whether the contemplated transactions were within or outside the ordinary course of business and whether such action would require Court approval. In instances in which transactions were outside of the ordinary course of business, Skadden drafted and filed motions seeking approval of such transactions.

175. In furtherance of the Debtors' transformation plan, during these Reorganization Cases the Debtors, with the assistance of Skadden and other outside counsel, entered into several agreements for the outsourcing of certain information technology services (the

"IT Outsourcing Agreements"). Among other things, the IT Outsourcing Agreements provided for the outsourcing of (i) global desktops, service desks, and mainframe systems hosting, (ii) server systems hosting, (iii) engineering systems support, (iv) system support of SAP,<sup>46</sup> commercial, supply chain, and manufacturing services, and (v) network support services. Additionally, the Debtors, with the assistance of Skadden and other outside counsel, entered into an agreement that provides for the outsourcing of certain of the Debtors' accounts receivable, accounts payable, fixed assets, travel and expense reporting, general ledger, and contract administration processes (the "Finance Outsourcing Agreement"). Skadden assisted in drafting and preparing the necessary motions to obtain this Court's approval of the IT Outsourcing Agreements and the Finance Outsourcing Agreements and assisted the Debtors throughout the process to apprise the Debtors' key constituencies of the facts so as to minimize litigation risk in the Debtors' pursuit of this Court's approval.

176. In addition, during the Seventh Application Period, Skadden assisted the Debtors in drafting and prosecuting a motion to permit the Debtors to transfer certain accumulated cash balances from Delphi Automotive Systems (Holding), Inc. ("DASHI") to Delphi Automotive Systems LLC ("DAS LLC") in accordance with the Cash Management Order (Docket No. 882). The purpose of the proposed transaction was to provide a definitive source of liquidity during a time of uncertainty in the capital markets, without the inherent transactions costs – including, among other things, borrowing fees and closing costs – of obtaining funds from external sources in the marketplace. The additional liquidity also provide certain tax efficiencies and allowed the Debtors to reduce their borrowings and thus reduce their funded interest expense, saving the Debtors tens of millions of dollars of interest under their DIP financing facility.

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<sup>46</sup> SAP is a leading international inter-enterprise software company that provides enterprise resource planning software to integrate accounting, distribution, human resources, and manufacturing, among other functions.



177. The liquidity transactions proposed by the Debtors were initially objected to by Wilmington Trust Company ("WTC"), which filed a preliminary objection to the motion and served discovery requests on the Debtors. Skadden assisted the Debtors in evaluating and responding to the discovery requests and reviewing various responsive documents. Skadden also assisted the Debtors in drafting a declaration and responsive pleading in support of their motion. The efforts of the Debtors and Skadden ultimately led to a consensual resolution of WTC's objection and allowed the Debtors to transfer \$650 million from DASHI to DAS LLC to provide the Debtors with additional liquidity. In addition, the PBGC raised some concerns regarding the motion because the PBGC had asserted pre-existing liens on the foreign assets of the Debtors. Through discussions and negotiations between the PBGC and the Debtors, with Skadden's assistance, the parties reached a consensual resolution and averted an objection to the motion by the PBGC, which resolution included providing conditional, junior replacement liens to the PBGC, but only to the extent that the PBGC had valid, perfected, enforceable, and non-avoidable liens in the funds to be transferred under the motion.

178. In connection with the foregoing services, Skadden expended 3,009.60 hours during the Final Application Period for which Skadden seeks compensation of \$1,906,630, or 2.1% of the total compensation sought in this Final Application.<sup>47</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-16. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

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<sup>47</sup> Of this amount, 844.40 hours and \$502,500 of fees were expended in the Seventh Application Period. This compares to \$258,753, or 2.8%; \$192,132, or 1.7%; \$304,824, or 3.0%; \$188,290, or 1.5%; \$358,708, or 2.8%; and \$101,423, or 0.7%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
John (Jack) Wm Butler, Jr.	\$950	43.90	\$41,705	\$859	573.40	\$492,316
Eric L. Cochran	\$920	22.60	\$20,792	\$825	281.10	\$231,774
Brian M. Fern				\$533	379.90	\$202,672
Ron E. Meisler	\$710	81.80	\$58,078	\$604	267.60	\$161,513
Rena M. Samole	\$625	196.10	\$122,563	\$623	204.60	\$127,366
Kayalyn A. Marafioti	\$895	9.70	\$8,682	\$814	107.00	\$87,054
Thomas J. Matz	\$665	7.60	\$5,055	\$590	139.80	\$82,488
Neil MacDonald	\$640	118.10	\$75,584	\$640	118.10	\$75,584
John Guzzardo	\$495	124.90	\$61,826	\$495	124.90	\$61,826
Kellan Grant	\$540	3.90	\$2,106	\$467	78.80	\$36,769
Kurt Ramlo	\$665	35.70	\$23,741	\$647	53.20	\$34,408
John K. Lyons				\$719	45.60	\$32,766
George N. Panagakis				\$785	34.70	\$27,256
Albert L. Hogan III	\$775	23.20	\$17,980	\$750	33.60	\$25,209
Nathan L. Stuart				\$465	48.20	\$22,414
Daniel I. Ganitsky	\$625	14.70	\$9,188	\$603	31.90	\$19,251
Allison V. Herriott	\$495	3.70	\$1,832	\$385	46.00	\$17,696
Melissa T. Kahn				\$470	32.70	\$15,369
Matthew J. Micheli				\$440	22.50	\$9,900
Denise Kaloudis	\$575	3.50	\$2,013	\$511	17.70	\$9,042
Christopher P. Connors	\$625	12.20	\$7,625	\$625	12.20	\$7,625
Brandon M. Duncomb	\$340	22.10	\$7,514	\$340	22.10	\$7,514
Randall G. Reese				\$465	15.80	\$7,349
Michael W. Perl				\$375	19.00	\$7,126
Adam F. Halper	\$460	2.90	\$1,334	\$402	16.30	\$6,560
Sina Toussi				\$540	12.00	\$6,480
Adlai S. Hardin				\$585	11.00	\$6,436
Mike Murphy	\$340	18.30	\$6,222	\$340	18.30	\$6,222
Marie L. Gibson				\$642	8.50	\$5,457
David E. Springer				\$755	6.80	\$5,135

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Venera E. Ziegler				\$510	9.80	\$4,998
Carl T. Tullson	\$340	13.00	\$4,420	\$340	13.00	\$4,420
Lisa B. Diaz				\$315	13.30	\$4,190
Marian P. Wexler				\$770	4.80	\$3,696
Kathy Zambrano				\$410	7.00	\$2,870
Brent M. Houston				\$375	6.70	\$2,512
Jay S. Berke				\$810	3.00	\$2,430
Haim Zaltzman				\$295	6.00	\$1,770
John P. Furfaro				\$770	1.70	\$1,309
Paraprofessional Totals		86.50	\$24,240		161.00	\$39,858
<b>Total</b>		<b>844.40</b>	<b>\$502,500</b>		<b>3,009.60</b>	<b>\$1,906,630 (2.1%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$47,264</b>	<b>\$159,292</b>		

Q. Customer Matters (Reviews/Investigations)

179. On January 20, 2006, the Debtors filed their Schedules of Assets and Liabilities (Docket No. 1854) and their Statement of Financial Affairs (Docket No. 1855) listing certain unliquidated claims that the Debtors held against GM. Additionally, on March 24, 2006, the Creditors' Committee filed a Motion For An Order Compelling The Production Of Documents By General Motors Corporation Pursuant To Rule 2004 Of The Federal Rules Of Civil Procedure (Docket No. 2961), requesting that this Court direct GM to turn over certain documents to the Creditors' Committee so that the Creditors' Committee could evaluate certain purported claims between GM and the Debtors. The Debtors did not object to the Creditors' Committee's motion, which resulted in the Creditors' Committee and GM entering into a stipulation and agreed order on April 11, 2006, whereby the Creditors' Committee and GM agreed that the Creditors' Committee

was authorized to seek document production from GM and that GM would produce certain documents.

180. On March 28, 2006, the Debtors, with the assistance of Skadden, filed their Motion For Approval Of Joint Interest Agreement Between the Debtors And The Official Committee Of Unsecured Creditors, Implementation Of Protective Order, And Approval Of Procedures To Protect Information In Fee Statements (Docket No. 3000). In that motion, the Debtors sought this Court's authority to share certain confidential information with the Creditors' Committee to facilitate the Creditors' Committee's ability to participate in various ongoing investigations.

181. On May 11, 2006, the Creditors' Committee sent a letter (the "Demand Letter") and subsequently a draft complaint (the "Draft Complaint") to Delphi's Board demanding that the Debtors promptly pursue certain claims and defenses against GM. The Draft Complaint, which contained 408 numbered paragraphs and 19 separate causes of action, was based in part on documents provided to the Creditors' Committee under a joint interest agreement previously approved by this Court.

182. In addition, shortly after the formation of the Equity Committee, the Debtors solicited the Equity Committee's views regarding potential estate claims against GM. On July 29, 2006, the Debtors, with the assistance of Skadden, entered into a Joint Interest Agreement with the Equity Committee and, during August 2006, shared confidential information with the Equity Committee concerning claims and defenses against GM. On August 24, 2006, the Equity Committee delivered a letter (the "Equity Committee Letter") to the Debtors setting forth the Equity Committee's view of the Debtors' claims and defenses against GM.

183. During the Final Application Period, Skadden professionals spent a significant amount of time reviewing and analyzing the allegations included in the Demand Letter, Draft Complaint, and Equity Committee Letter, including extensive legal analysis and research regarding the claims and defenses asserted in the Demand Letter and Draft Complaint. Skadden also participated in numerous meetings with representatives of the Debtors, the Creditors' Committee, and the Equity Committee at which the respective representatives discussed these claims.

184. On July 28, 2006, the Creditors' Committee filed its motion seeking court authority to prosecute the Debtors' claims and defenses against GM and certain former officers of the Debtors on Delphi's behalf (also known as the "STN Motion") (Docket No. 4718). Skadden evaluated the merits of this motion and researched, drafted, and filed a preliminary objection to the motion on August 4, 2006 (Docket No. 4859). On September 5, 2006, the Equity Committee filed its objection to the STN Motion (Docket No. 5070). After numerous adjournments of the hearing on the STN Motion throughout the Final Application Period, the hearing was suspended in connection with the Debtors' entry into a tolling agreement with GM.

185. In light of the various filings and demand letters throughout the Final Application Period, Skadden assisted the Debtors in conducting a detailed factual inquiry and assisted the Debtors and the Board in evaluating the legal merits of potential claims and defenses against GM. In conducting the factual inquiry, Skadden reviewed thousands of documents, conducted thirty-two interviews, and kept detailed records of the inquiries. Finally, in December 2007 and January 2008, and continuing beyond the Final Application Period, Skadden assisted the Debtors and their financial advisors in analyzing and evaluating potential damages recoveries in various potential litigation scenarios.

186. In connection with the foregoing services, Skadden expended 3,166.20 hours during the Final Application Period for which Skadden seeks compensation of \$1,595,210, or 1.8% of the total compensation sought in this Final Application.<sup>48</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-17. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Lee P. Garner	\$710	42.10	\$29,891	\$602	803.90	\$483,572
Karen E. Willenken				\$555	300.10	\$166,499
Keith D. Krakaur				\$784	192.80	\$151,130
John Guzzardo	\$495	20.70	\$10,247	\$439	299.10	\$131,353
George N. Panagakis				\$773	155.60	\$120,268
Jonathan L. Shih				\$310	365.10	\$113,121
Peter E. Krebs				\$410	268.50	\$110,085
Albert L. Hogan III	\$775	15.50	\$12,013	\$678	113.80	\$77,198
David R. Pehlke				\$338	227.20	\$76,773
John (Jack) Wm Butler, Jr.	\$950	3.40	\$3,230	\$867	35.40	\$30,693
Christopher J. Gunther				\$660	33.00	\$21,780
Nick D. Campanario				\$535	31.80	\$17,013
Nathan L. Stuart				\$446	36.30	\$16,203
Kellan Grant				\$410	17.00	\$6,970
Kayalyn A. Marafioti	\$895	4.30	\$3,849	\$853	7.40	\$6,314
Thomas J. Matz				\$560	9.90	\$5,544

<sup>48</sup> Of this amount, 90.50 hours and \$62,043 of fees were expended in the Seventh Application Period. This compares to \$743,110, or 7.4%; \$661,440, or 5.2%; \$66,985, or 0.5%; and \$68,731, or 0.4%, of the total fees requested for this matter in Skadden's Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively. Skadden did not request compensation for this matter in its First or Second Interim Fee Applications.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Allison V. Herriott				\$435	10.60	\$4,611
Adlai S. Hardin	\$625	4.50	\$2,813	\$625	4.50	\$2,813
Lisa B. Diaz				\$295	8.90	\$2,626
J.R. Lederer				\$315	5.30	\$1,670
Michael W. Perl				\$375	3.10	\$1,163
Paraprofessional Totals					236.90	\$47,811
<b>Total</b>		<b>90.50</b>	<b>\$62,043</b>		<b>3,166.20</b>	<b>\$1,595,210 (1.8%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$1,954</b>	<b>\$90,117</b>		

R. Litigation (Insurance Recovery)

187. Before the commencement of the Reorganization Cases, Delphi, Delphi Trust I, Delphi Trust II, current and former directors of Delphi, certain current and former officers and employees of Delphi or its subsidiaries, and others were named as defendants in several lawsuits following Delphi's announced intention to restate certain of its financial statements (the "Multidistrict Litigation" or "MDL"). The Judicial Panel on Multidistrict Litigation entered an order transferring each of these related federal actions to the United States District Court for the Eastern District of Michigan (the "Michigan District Court"). One group of class action lawsuits (the "Securities Litigation") alleged, among other things, that Delphi and certain of its current and former directors and officers and others made materially false and misleading statements in violation of federal securities laws with respect to the sale of both debt and equity securities. A second group of class actions, which are purportedly brought on behalf of participants in certain of Delphi's and its subsidiaries' defined contribution employee benefit pension plans who invested in Delphi common stock (the "ERISA Actions"), was brought under ERISA. The ERISA Actions alleged, among other things, that the plans suffered losses as a result of alleged breaches of

fiduciary duties under ERISA. During the Final Application Period, the Debtors agreed to provide certain discovery to the lead plaintiffs in the Securities Litigation (the "Lead Plaintiffs") and the plaintiffs in the ERISA Actions.<sup>49</sup>

188. During the Final Application Period, on July 11, 2007, the Michigan District Court appointed the Honorable Layn R. Phillips, former United States District Judge, as a special master for settlement discussions. Through mediated settlement discussions, on August 31, 2007, representatives of Delphi, Delphi's insurance carriers, and certain other defendants involved in the MDL proceedings reached agreements with the lead plaintiffs in the Securities Litigation and the named plaintiffs in the ERISA Actions resulting in settlement of the Multidistrict Litigation (the "MDL Settlement"). Throughout this process, Skadden assisted the Debtors by participating in mediation sessions in New York and Detroit, some of which were held at Skadden's New York offices, analyzing and providing advice to the Debtors concerning the bankruptcy law and general legal implications of the MDL Settlement and negotiating and drafting portions of the agreements constituting the MDL Settlement.

189. On September 7, 2007, the Debtors filed a Motion For Order Approving Multidistrict Litigation And Insurance Settlements (Docket No. 9296) (the "MDL And Insurance Settlement Approval Motion") seeking this Court's approval of the MDL Settlement and related matters.<sup>50</sup> During the Seventh Application Period, this Court held a hearing on the MDL And

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<sup>49</sup> Shearman represented the Debtors in the MDL in the Michigan District Court. Skadden represented the Debtors with respect to MDL related matters in the Bankruptcy Court and assisted with the mediation and settlement of the MDL claims (being mindful not to duplicate efforts with Shearman).

<sup>50</sup> On October 19, 2007, during the Seventh Application Period, two objections to the MDL And Insurance Settlement Approval Motion were filed: (i) an Objection By Castlerigg Master Investments Ltd.; CR Intrinsic Investors, LLC; Davidson Kempner Capital Management LLC; Elliot Associates, L.P.; and SPCP Group, LLC To Motion By The Debtors For Order Approving Multidistrict Litigation And Insurance (Docket No. 10687) and (ii) a Limited Objection Of Castlerigg Master Investments Ltd; CR Intrinsic Investors, LLC; Davidson Kempner Capital Management LLC; Elliot Associates, L.P.; And SPCP Group, LLC To Order Preliminarily Approving Multidistrict Litigation And Insurance Settlement (Docket No. 10689). The Debtors filed a Reply In Support Of



Insurance Settlement Approval Motion on October 25, 2007 and entered an Order Preliminarily Approving Multidistrict Litigation And Insurance Settlement (Docket No. 10746) on October 29, 2007. Skadden assisted the Debtors by preparing the MDL And Insurance Settlement Approval Motion, including the form of Order Approving Multidistrict Litigation And Insurance Settlements attached thereto, and conducted discussions with a number of parties, including the lead plaintiffs in the Securities Litigation, the named plaintiffs in the ERISA Actions, and other parties to the MDL Settlement, concerning the matters to be included in the MDL And Insurance Settlement Approval Motion and the form of Order Approving Multidistrict Litigation And Insurance Settlements.

190. After the preliminary approval of the MDL Settlement, the Debtors, with the assistance of Skadden, negotiated further modifications to the MDL Settlement during the Seventh Application Period. Once the negotiations were completed and the modifications were memorialized, Skadden assisted in filing the Debtors' Supplemental Reply To Objection To Motion For Order Approving Multidistrict Litigation And Insurance Settlements on January 16, 2008 (Docket No. 12153) seeking final approval of the MDL Settlement, as modified, in connection with the confirmation of the Confirmed Plan. At the end of the Final Application Period, this Court entered an order granting its final approval of the MDL Settlement, as modified (Docket No. 12358).

191. In connection with the foregoing services, Skadden expended 2,273.90 hours during the Final Application Period for which Skadden seeks compensation of \$1,393,286,

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Motion For Order Approving Multidistrict Litigation And Insurance Settlements (Docket No. 10714) on October 24, 2007 (the "MDL And Insurance Settlement Approval Reply").

or 1.5% of the total compensation sought in this Final Application.<sup>51</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-18. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Albert L. Hogan III	\$775	89.80	\$69,596	\$711	455.90	\$324,039
Nick D. Campanario	\$610	114.20	\$69,662	\$560	347.70	\$194,585
John (Jack) Wm Butler, Jr.	\$950	12.90	\$12,255	\$872	171.20	\$149,324
Dhananjai Shivakumar				\$625	234.00	\$146,250
Nathan L. Stuart	\$575	7.60	\$4,370	\$478	209.30	\$99,977
Neil MacDonald				\$581	146.80	\$85,338
Kurt Ramlo	\$665	2.10	\$1,397	\$626	98.30	\$61,523
Ron E. Meisler				\$554	76.20	\$42,188
David E. Springer				\$755	51.50	\$38,883
Matthew J. Micheli				\$440	76.60	\$33,704
Kayalyn A. Marafioti	\$895	14.30	\$12,799	\$848	39.70	\$33,665
Rena M. Samole				\$565	44.80	\$25,313
George N. Panagakis	\$870	1.30	\$1,131	\$813	26.10	\$21,219
Thomas J. Matz	\$665	5.40	\$3,591	\$617	33.70	\$20,778
Michael W. Perl				\$435	46.30	\$20,141
Brian M. Fern				\$491	30.10	\$14,784
Kellan Grant	\$540	2.40	\$1,296	\$476	29.00	\$13,798
Brandon M. Duncomb	\$340	7.30	\$2,482	\$320	38.10	\$12,184
Jay S. Berke	\$870	9.30	\$8,091	\$870	9.30	\$8,091

<sup>51</sup> Of this amount, 286.30 hours and \$200,305 of fees were expended in the Seventh Application Period. This compares to \$193,530, or 1.1%; \$280,759, or 2.2%; \$220,208, or 1.7%; and \$483,475, or 3.1%, of the total fees requested for this matter in Skadden's First, Fourth, Fifth, and Sixth Interim Fee Applications, respectively. Skadden did not request compensation for this matter in its Second or Third Interim Fee Applications.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
John P. Furfaro	\$870	8.00	\$6,960	\$870	8.00	\$6,960
Venera E. Ziegler				\$510	13.50	\$6,885
Lisa B. Diaz				\$295	19.60	\$5,782
Amy Van Gelder	\$540	9.60	\$5,184	\$540	9.60	\$5,184
Lee P. Garner	\$710	2.10	\$1,491	\$647	8.00	\$5,179
John Guzzardo				\$435	9.90	\$4,307
Laverne F. Hill				\$390	9.40	\$3,666
Sarah J. Platt				\$325	8.00	\$2,600
Melissa T. Kahn				\$470	4.60	\$2,162
Courtney E. VanLonkhuyzen				\$435	4.20	\$1,827
Paraprofessional Totals					14.50	\$2,950
<b>Total</b>		<b>286.30</b>	<b>\$200,305</b>		<b>2,273.90</b>	<b>\$1,393,286 (1.5%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$7,568</b>	<b>\$51,430</b>		

S. Retention/Fee Matters (SASM&F)

192. Skadden is one of the largest law firms in the world, with more than 1,900 attorneys located in 24 offices in 13 countries. Because of the number of the Debtors' business relationships and the number of Skadden's business clients, Skadden has been required to devote time to retention and fee issues since the commencement of the Reorganization Cases. In particular, Skadden conducted an extensive relationship and disclosure search in connection with being retained as Debtors' counsel. In addition, as new parties have become involved in aspects of these cases, Skadden conducted supplementary disclosure searches and has also periodically refreshed its searches to ensure the disclosure of new clients when warranted. When appropriate, Skadden prepared and filed supplemental declarations disclosing certain significant relationships that Skadden might have with a party-in-interest. As required by the Interim Compensation Order, Skadden prepared detailed monthly compensation packages for distribution, was required to

prepare and file interim fee applications in accordance with the established procedures, and appeared before the Fee Review Committee. During the Final Application Period Skadden drafted, filed, and received this Court's approval of six interim fee applications, one for each of the six prior interim fee periods in the Reorganization Cases. In addition, as discussed above, during the Final Application Period, the Fee Review Committee retained LCC to serve as its fee analyst. Throughout the Final Application Period, LCC issued summary reports which included recommendations to the Fee Review Committee on Skadden's six interim fee applications. Skadden professionals were required to review, analyze, and reconcile the fee data and recommendations proposed by LCC to effectively respond to the Fee Review Committee.

193. In connection with the foregoing services, Skadden expended 3,030.20 hours during the Final Application Period for which Skadden seeks compensation of \$1,279,767, or 1.4% of the total compensation sought in this Final Application.<sup>52</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-19. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Michael W. Perl	\$495	81.40	\$40,293	\$433	635.30	\$275,141
John (Jack) Wm Butler, Jr.	\$950	23.40	\$22,230	\$871	180.80	\$157,562
Matthew Gartner	\$420	98.60	\$41,412	\$376	305.90	\$115,005
Ron E. Meisler	\$710	21.60	\$15,336	\$587	180.70	\$106,048

<sup>52</sup> Of this amount, 372.70 hours and \$180,471 of fees were expended in the Seventh Application Period. This compares to \$58,023, or 0.6%; \$191,088, or 1.7%; \$134,152, or 1.3%; \$284,463, or 2.2%; \$223,508, or 1.8%; and \$214,878, or 1.4%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Joseph N. Wharton	\$625	4.30	\$2,688	\$529	135.60	\$71,683
Sarah J. Platt	\$420	34.00	\$14,280	\$370	145.40	\$53,828
Allison V. Herriott				\$385	128.80	\$49,545
Lisa B. Diaz				\$308	153.30	\$47,176
Brent M. Houston				\$435	103.20	\$44,892
Dolores De Elizalde				\$464	83.40	\$38,709
Kayalyn A. Marafioti	\$895	3.30	\$2,954	\$827	41.60	\$34,415
Ian S. Bolton	\$460	67.00	\$30,820	\$460	67.00	\$30,820
Haim Zaltzman				\$322	81.90	\$26,394
Kathy Zambrano				\$410	54.50	\$22,345
Nathan L. Stuart				\$490	34.70	\$17,001
Thomas J. Matz				\$608	26.20	\$15,941
Adlai S. Hardin				\$585	13.90	\$8,132
Brian M. Fern				\$544	13.60	\$7,405
Kellan Grant				\$470	13.60	\$6,392
Melissa T. Kahn				\$470	13.40	\$6,298
M. Janine Jjingo				\$370	13.70	\$5,063
Sina Toussi				\$540	9.30	\$5,022
Randall G. Reese				\$465	9.00	\$4,185
Karen M. Suber	\$420	8.90	\$3,738	\$420	8.90	\$3,738
Eric J. Howe				\$390	9.50	\$3,705
Daniel P. Phillips				\$540	6.20	\$3,348
Ronald D. Kohut				\$410	5.70	\$2,337
Louis D. Wilson				\$510	3.80	\$1,938
Venera E. Ziegler				\$510	3.40	\$1,734
Kurt Ramlo				\$625	2.60	\$1,625
Matthew J. Micheli				\$440	3.60	\$1,584
J.R. Lederer				\$315	5.00	\$1,575
Eric B. Sensenbrenner				\$560	2.60	\$1,456
Nick D. Campanario				\$465	3.00	\$1,395

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Paraprofessional Total		30.20	\$6,720		531.10	\$106,330
<b>Total</b>		<b>372.70</b>	<b>\$180,471</b>		<b>3,030.20</b>	<b>\$1,279,767</b> <b>(1.4%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$70,155</b>			<b>\$347,590</b>

T. Environmental Matters

194. During the Final Application Period, Skadden professionals assisted the Debtors in their efforts to comply with environmental law while also complying with the requirements of the Bankruptcy Code. Therefore, throughout the Final Application Period, Skadden assisted the Debtors regarding potential alternatives for addressing potential environmental liabilities in connection with planning for emergence from chapter 11 and analyzing the legal issues that might arise from implementation of such strategies, which covered many sites, claims, and related issues. This required numerous telephone conferences and meetings with the Debtors, review and analysis of many documents, including purchase, sale and lease agreements, and analysis of certain environmental claims. Analysis of Debtors' potential environmental liabilities raised particularly complex factual issues because, among other reasons, a large portion of those liabilities arose from actions or operations that took place before the Debtors' separation from GM. As a result, research regarding many legal issues was required.

195. In addition, Skadden also advised the Debtors in connection with a proposed settlement with the state of New Jersey's environmental agency for environmental remediation at the Debtors' battery manufacturing facility in New Brunswick, New Jersey which the Debtors sold to JCI pursuant to a Transfer Agreement dated May 26, 2006. Skadden assisted the Debtors in preparing a notice of that settlement and serving that notice on certain stakeholders as required under the Settlement Procedures Order.

196. Skadden also advised the Debtors regarding a settlement with certain affiliates of TRW Automotive Inc. ("TRW") resolving, among other things, certain disputes concerning the respective obligations of each of TRW and certain affiliate Debtors under an environmental deed providing primarily for remediation of environmental contamination at certain facilities that were transferred by TRW to Delphi with Delphi's purchase of the global diesel business from TRW in 1999.

197. Throughout the Final Application Period, Skadden assisted the Debtors in analyzing various environmental claims in connection with the ongoing claims review and reconciliation process. Specifically, Skadden analyzed claims by neighboring property owner CSX Realty Development LLC alleging damages resulting from environmental contamination at a plant operated by the Debtors in Vandalia, Ohio. Skadden assisted the Debtors in preparing and drafting briefs objecting to the claims and participated in settlement negotiations with respect to those claims, and during the Seventh Application Period, finalized a settlement agreement with respect to those claims. In addition, Skadden assisted the Debtors in (a) analyzing claims under an environmental indemnification agreement entered into as part of a sale/leaseback transaction, (b) reviewing and analyzing environmental conditions associated with the Debtors' properties in certain states and developed provisions for resolving potential environmental liabilities in connection with possible property sales, lease rejections, or other transactional agreements, and (c) negotiating with regulatory authorities to obtain a consent order for the remediation of environmental conditions at the Debtors' plant in Anaheim, California. Skadden also assisted the Debtors in analyzing various environmental related issues in connection with the September 2007 Plan and December 2007 Plan.

198. In connection with the foregoing services, Skadden expended 1,642.60 hours during the Final Application Period for which Skadden seeks compensation of \$1,158,475, or 1.3% of the total compensation sought in this Final Application.<sup>53</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-20. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Kenneth Berlin	\$895	33.40	\$29,894	\$797	829.00	\$660,642
John A. Amodeo	\$695	89.30	\$62,064	\$627	460.40	\$288,455
Elizabeth A. Malone				\$495	101.70	\$50,343
Marian P. Wexler				\$770	55.40	\$42,658
Don J. Frost, Jr.				\$790	40.50	\$31,995
Ron E. Meisler	\$710	2.10	\$1,491	\$573	48.10	\$27,560
Jerry L. Jackson				\$580	28.80	\$16,704
Joseph N. Wharton				\$556	29.90	\$16,631
Brian M. Fern				\$565	10.20	\$5,763
Kayalyn A. Marafioti	\$895	1.70	\$1,522	\$846	6.80	\$5,755
Sina Toussi				\$540	7.10	\$3,834
John (Jack) Wm Butler, Jr.				\$875	2.80	\$2,450
Kathy Zambrano				\$410	3.60	\$1,476
Paraprofessional Total					18.30	\$4,209
<b>Total</b>		<b>126.50</b>	<b>\$94,971</b>		<b>1,642.60</b>	<b>\$1,158,475 (1.3%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$16,786</b>	<b>\$107,537</b>		

<sup>53</sup> Of this amount, 126.50 hours and \$94,971 of fees were expended in the Seventh Application Period. This compares to \$163,396, or 1.8%; \$140,142, or 1.2%; \$129,158, or 1.3%; \$211,507, or 1.6%; \$254,016, or 2.0%; and \$184,183, or 1.2%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.



U. Global Subsidiaries (Non-U.S.)

199. During the Final Application Period, Skadden professionals advised the Company on matters relating to its non-U.S. global subsidiaries including divestitures, commercial and corporate transactions, and cash management matters that arose in the Company's overseas operations. Skadden professionals advised the Company in relation to corporate law and chapter 11 issues related to various proposed strategic arrangements aimed at increasing the Company's market share in certain of its global businesses and evaluated various global setoff issues, including setoffs between non-U.S. global subsidiaries and international suppliers. In connection with these matters, Skadden attorneys reviewed the structure of certain of the transactions from a corporate and bankruptcy perspective and advised the Debtors' global management accordingly.

200. For example, Skadden professionals provided advice regarding (a) the Company's Austrian subsidiaries; (b) the sale of Shanghai Delco Electronics & Instrumentation Company Ltd., a Chinese joint venture, to the joint venture partner; (c) analysis of supply relationships with certain of its Mexican affiliates; (d) the sale by Delphi Deutschland GmbH of certain of its operations in Germany; (e) ongoing U.K. pension issues related to a branch office owned by an Affiliate Debtor; and (f) its Spanish affiliate, DASE, in the filing of its "Concurso" application (similar to a bankruptcy petition) in Spanish court.<sup>54</sup> Throughout the Final Application Period, Skadden liaised with the Statutory Committees, keeping them apprised of the transpiring events and responding to questions related to global proceedings.

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<sup>54</sup> DASE filed its Concurso on March 20, 2007 and on July 4, 2007, DASE, the DASE Receivers, and the workers' councils and unions representing the affected employees reached a settlement on a social plan for a separation allowance of approximately 45 days of salary per year of service to each employee. At that time, Delphi and DASHI concluded that it was in their best interests to voluntarily assist DASE in funding payment of certain claims of DASE's suppliers and other non-labor creditors. Subsequently, with Skadden's assistance, the Debtors filed a motion authorizing DASHI to provide funds to DASE for these purposes. This Court granted that motion on July 19, 2007.

201. In connection with the foregoing services, Skadden expended 1,787.90 hours during the Final Application Period for which Skadden seeks compensation of \$1,143,565, or 1.3% of the total compensation sought in this Final Application.<sup>55</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-21. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
N. Lynn Hiestand	\$950	5.70	\$5,415	\$854	474.90	\$405,469
Christian Pilkington	\$635	34.80	\$22,098	\$556	522.50	\$290,381
Rena M. Samole	\$625	36.40	\$22,750	\$580	142.10	\$82,471
Ron E. Meisler	\$710	8.90	\$6,319	\$605	118.50	\$71,696
Brian M. Fern				\$565	78.20	\$44,184
John (Jack) Wm Butler, Jr.	\$950	1.20	\$1,140	\$874	49.40	\$43,154
Sina Toussi				\$540	69.90	\$37,746
Allison V. Herriott				\$410	91.80	\$37,666
Kayalyn A. Marafioti	\$895	1.30	\$1,164	\$813	27.20	\$22,119
Kellan Grant				\$470	44.80	\$21,056
Venera E. Ziegler				\$510	40.80	\$20,808
Nathan L. Stuart				\$440	46.20	\$20,328
Melissa T. Kahn	\$540	21.90	\$11,826	\$540	21.90	\$11,826
Thomas J. Matz				\$572	15.60	\$8,918
Albert L. Hogan III				\$695	8.90	\$6,186
Amy Van Gelder				\$470	10.40	\$4,888

<sup>55</sup> Of this amount, 110.20 hours and \$70,712 of fees were expended in the Seventh Application Period. This compares to \$330,534, or 3.6%; \$205,234, or 1.8%; \$32,906, or 0.3%; \$46,676, or 0.4%; \$186,086, or 1.5%; and \$271,417, or 1.8%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
John K. Lyons				\$744	5.10	\$3,793
Rossie E. Turman III				\$540	6.10	\$3,294
Dolores De Elizalde				\$472	6.60	\$3,113
Paola Lozano				\$540	4.30	\$2,322
Eric L. Cochran				\$795	2.70	\$2,147
<b>Total</b>		<b>110.20</b>	<b>\$70,712</b>		<b>1,787.90</b>	<b>\$1,143,565 (1.3%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$19,592</b>	<b>\$98,187</b>		

V. Financing (DIP And Emergence)

202. In the days prior to the Petition Dates, Skadden devoted substantial time to assisting the Debtors' senior management team, finance personnel, and the Debtors' other business advisors and special counsel, Shearman, in evaluating the size of the debtor-in-possession credit facility (the "Original DIP Credit Facility") and considering their options in obtaining such financing. Skadden and Shearman were well coordinated with respect to tasks to be completed and worked carefully to avoid duplicating efforts. As a result of these efforts, at the "first day" hearing, the Debtors were granted approval by this Court, pursuant to an interim order, to use up to \$950 million of the Original DIP Credit Facility. Because some of the loan documentation was not finalized prior to the hearing, the Debtors were involved in negotiations and drafting sessions with their lenders. Although Shearman was primarily responsible for the documentation related to the Original DIP Credit Facility as well as closing the facility, Skadden provided assistance to Shearman, in particular with respect to the overall legal case strategy, and worked with the Debtors and their lenders in negotiating the terms of the facility and assisted in preparing certain of the related documents. In addition, Skadden was primarily responsible for drafting related pleadings during the Final Application Period.

203. The Original DIP Credit Facility was subsequently amended by the First Amendment to the DIP Credit Facility, dated October 27, 2005 (the "First Amended DIP Credit Facility"). This credit facility provided the Debtors with the ability to borrow up to \$2.0 billion from a syndicate of lenders arranged by J.P. Morgan Securities Inc. and Citigroup Global Markets, Inc., for which JPMorgan Chase Bank, N.A. was the administrative agent (the "Administrative Agent") and Citicorp USA, Inc. was syndication agent (together with the Administrative Agent, the "Agents"). Specifically, the DIP credit facility consisted of a \$1.75 billion revolving facility and a \$250 million term loan facility (collectively, the "Amended DIP Loans"). Similar to the Original DIP Credit Facility, while Shearman had primary responsibility for documenting the amendments, Skadden assisted the Debtors in negotiating the terms of these amendments and provided some assistance with respect to reviewing and drafting related documents.

204. Leading up to the hearing for final approval of the Debtors' original DIP credit facility, Skadden assisted the Debtors and their other professionals, including Shearman, in resolving more than three dozen objections. Despite the number and varied nature of objections, the Debtors, with the assistance of their professionals, including Skadden and Shearman, succeeded in negotiating resolutions to all these matters and Skadden professionals presented to this Court an agreed final order for entry. Accordingly, on October 28, 2005, the Court granted, on a final basis, the Debtors' motion for approval of the DIP financing order, which approved the First Amended DIP Credit Facility, providing the Debtors access to \$2 billion in DIP financing subject to the terms and conditions set forth in the DIP financing documents, as amended, and an adequate protection package for the lenders to the prepetition credit facilities as well as to those parties asserting rights of setoff against the Debtors (the "DIP Financing Order").

205. On April 13, 2006, in accordance with the DIP Financing Order, the Debtors further amended their DIP credit facility by entering into that certain Amended and Restated Revolving Credit, Term Loan and Guaranty Agreement, dated November 21, 2005 (the "Second Amended DIP Facility"). The Second Amended DIP Facility, among other things, added new lenders to the DIP Credit Facility, increased the interest rate that was provided under the DIP Credit Facility, and altered the provisions regarding future amendments. The documents evidencing the Original DIP Credit Facility, the First Amended DIP Credit Facility, and the Second Amended DIP Facility, including the final order entered by this Court on October 28, 2005, were especially voluminous and complex, including borrowing base and financial covenant provisions. These provisions were the focus of significant attention and input by the Debtors and other parties in interest and Skadden attorneys assisted the Debtors with their analysis. The Debtors also entered into the Third Amendment to the Amended and Restated Credit Agreement, dated May 26, 2006, which provided Delphi with additional time to deliver both the audited financial statements for the year ended December 31, 2005 and the quarterly financial statements for the periods ended March 31 and June 30, 2006. Although Shearman had primary responsibility for documenting the amendments, Skadden provided assistance to the Debtors with respect to reviewing and drafting related documents. During the Final Application Period, Skadden also periodically advised the Debtors with respect to whether, and in what manner, various issues arising in the Reorganization Cases might be affected by the terms of the DIP facility.

206. In late December 2006, after reviewing then robust conditions in the capital markets and assessing then positive momentum of the Reorganization Cases, the Debtors concluded that they could replace their existing prepetition and postpetition financing on more favorable terms. Accordingly, the Debtors conducted a search for replacement financing and

determined that it was in their best interests to refinance their existing DIP credit facility of \$2 billion and their approximately \$2.5 billion existing prepetition credit facility. Skadden, working with Shearman, assisted the Debtors in negotiating and documenting the terms of a replacement financing facility (the "Replacement Financing Facility") submitted by a syndicate of lenders led by JPMorgan Chase Bank, N.A.<sup>56</sup> The Replacement Financing Facility provided interest rate reductions on the Debtors' secured financing that ultimately resulted in financing savings of approximately \$9 million per month for the balance of the Final Application Period. Skadden drafted, and on December 18, 2006 filed, an expedited motion (Docket No. 6180) seeking authority to refinance its original DIP credit facility. Only one objection to this motion was filed, and the Debtors, with Skadden's assistance, were able to resolve this objection consensually. Subsequently, this Court entered an order approving the motion on January 5, 2007 (Docket No. 6461).

207. On January 9, 2007, the Debtors, with the assistance of Skadden and Shearman, finalized the Replacement Financing Facility, which consisted of a \$1.75 billion first priority revolving credit facility, a \$250 million first priority term loan, and an approximate \$2.5 billion second priority term loan. Under the Replacement Financing Facility, the interest rate for the revolving facility was reduced by 25 basis points and the interest rate for the first priority term loan was reduced by 50 basis points. By refinancing the prepetition secured debt with the second priority term loan, the interest rate was reduced by 125 to 275 basis points. Under the Replacement Financing Facility, the maturity date for the Debtors' DIP facility was also extended from October 8 to December 31, 2007.

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<sup>56</sup> To avoid duplication of effort, Shearman was primarily responsible for documenting the transaction and Skadden took primary responsibility for the related motion practice.

208. In the second quarter of 2007, the Debtors initiated an extensive canvass of potential lenders to ascertain the best available terms and conditions for their exit financing facility. Skadden, working with Shearman, assisted the Debtors in: (i) creating a master term sheet of preferred terms and conditions for their exit financing documentation and (ii) evaluating the responses of various lenders to the master term sheet. When it became evident that the Debtors would not be able to raise the aggregate amount of funded debt previously anticipated, the Debtors, with the assistance of both Skadden and Shearman, began discussions with potential lenders concerning "market-clearing" alternatives that would result in lower aggregate funded debt. In addition, during the Seventh Application Period, Skadden assisted the Debtors in obtaining this court's approval to amend their DIP credit facility, including the extension of the term of the existing facility. On November 16, 2007, this Court entered an order which, among other things, extended the maturity of the current DIP credit facility to June 30, 2008 and increased the interest rate on tranche A borrowings by 25 basis points and on tranche B and tranche C borrowings by 50 basis points, respectively. In addition, the amendment increased the global EBITDAR requirement by \$100 million when compared to the highest required EBITDAR prior to the amendment.

209. Furthermore, the Debtors initially anticipated raising \$7.1 billion in funded debt and a \$1.6 billion asset-based revolving loan to emerge from chapter 11. Because of a constriction of the capital markets that began in the third quarter of 2007, however, the Debtors reduced the proposed debt levels under the September 2007 Plan by \$1.9 billion to facilitate an emergence financing package that could be executed under then-existing market conditions. Based on certain improvements in the capital markets by November 2007, the Debtors, after consultation with the Creditors' Committee, the Plan Investors, and GM, planned to move

forward to obtain \$6.8 billion in exit financing and entered into a "commercially reasonable best efforts" engagement with JPMorgan Securities Inc., JPMorgan Chase Bank, N.A., and Citigroup Global Markets Inc. to arrange a syndicate of lenders to provide such exit financing arrangements.<sup>57</sup> Accordingly, during the Seventh Application Period, the Debtors, with Skadden's assistance, filed a motion (Docket No. 10854) seeking authority to enter into certain exit financing engagement and fee letter, which was granted on November 16, 2007 over the objection of the Creditors' Committee and certain other parties-in-interest. In addition, during the Seventh Application Period, the Debtors, with the assistance of Skadden, began discussions and negotiations in an effort to obtain the necessary exit financing to permit the Debtors to emerge from chapter 11. On January 3, 2007, Skadden assisted the Debtors in filing a motion requesting authority to allow members of the Creditors' Committee and Equity Committee to participate in the syndication of the exit financing (Docket No. 11691). Although the U.S. Trustee objected to this relief, Skadden assisted the Debtors in prosecuting the motion and this court entered an order on January 10, 2007 approving the motion. Throughout the remainder of the Final Application Period, Skadden continued to assist the Debtors in seeking to secure exit financing, including participation in numerous meetings and strategy sessions.

210. In connection with the foregoing services, Skadden expended 1,896.90 hours during the Final Application Period for which Skadden seeks compensation of \$1,081,965, or 1.2% of the total compensation sought in this Final Application.<sup>58</sup> Detailed time entries of

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<sup>57</sup> On January 9, 2008, Delphi announced that the syndication of its exit financing package to support the company's planned emergence from chapter 11 reorganization commenced with potential lenders' meetings in New York City (held on January 9) and London (held on January 10). Based on operating performance and year-end liquidity above the company's 2007 business plan, Delphi reduced its planned exit facilities from the previously announced \$6.8 billion authorized by the Bankruptcy Court to approximately \$6.1 billion.

<sup>58</sup> Of this amount, 758.90 hours and \$453,430 of fees were expended in the Seventh Application Period. This compares to, \$296,608, or 3.2%; \$20,973, or 0.2%; \$267,852, or 2.1%; and \$45,574, or 0.3%, of the total fees



each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-22. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Lawrence D. Frishman	\$870	59.00	\$51,330	\$793	273.00	\$216,433
Ron E. Meisler	\$710	42.50	\$30,175	\$602	195.40	\$117,570
John (Jack) Wm Butler, Jr.	\$950	44.40	\$42,180	\$889	118.60	\$105,491
Kellan Grant	\$540	12.30	\$6,642	\$474	199.80	\$94,767
M. Janine Jjingo	\$460	124.30	\$57,178	\$450	144.30	\$64,978
Kayalyn A. Marafioti	\$895	23.00	\$20,587	\$837	58.50	\$48,960
Michael W. Perl	\$495	89.00	\$44,056	\$495	89.00	\$44,056
Thomas J. Matz	\$665	57.40	\$38,172	\$655	64.70	\$42,390
Adlai S. Hardin	\$625	67.50	\$42,189	\$625	67.50	\$42,189
Patrick J. Nash, Jr.				\$510	56.60	\$28,866
Rossie E. Turman III				\$563	43.30	\$24,386
Sina Toussi				\$540	45.10	\$24,354
Eric L. Cochran	\$920	15.10	\$13,892	\$869	25.40	\$22,081
J.R. Lederer				\$315	59.80	\$18,837
Christopher P. Connors				\$585	28.30	\$16,556
Karen M. Suber	\$420	31.00	\$13,020	\$420	31.00	\$13,020
Kurt Ramlo	\$665	19.20	\$12,768	\$665	19.20	\$12,768
Brian M. Fern	\$625	19.10	\$11,938	\$625	19.10	\$11,938
Rena M. Samole	\$625	17.60	\$11,000	\$625	17.60	\$11,000
Sarah J. Platt	\$420	21.80	\$9,156	\$408	26.60	\$10,860
Albert L. Hogan III	\$775	14.00	\$10,850	\$775	14.00	\$10,850
Amy Van Gelder	\$540	19.90	\$10,746	\$540	19.90	\$10,746

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requested for this matter in Skadden's First, Second, Fourth, and Sixth Interim Fee Applications, respectively. Skadden did not request compensation for this matter in its Third or Fifth Interim Fee Applications.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Paola Lozano				\$540	19.70	\$10,638
Paul L. Cazars	\$460	22.00	\$10,120	\$460	22.00	\$10,120
Matthew J. Micheli				\$440	16.90	\$7,436
Ian S. Bolton				\$390	18.70	\$7,293
Jamie Hur				\$375	12.50	\$4,688
Mike Murphy	\$357	11.70	\$4,178	\$357	11.70	\$4,178
Daniel I. Ganitsky	\$625	6.50	\$4,063	\$625	6.50	\$4,063
Kenneth Berlin	\$895	1.90	\$1,701	\$836	3.60	\$3,010
Allison V. Herriott				\$375	5.40	\$2,026
David E. Springer				\$755	2.40	\$1,812
George N. Panagakis				\$810	1.80	\$1,458
Paraprofessional Total		39.70	\$7,489		159.00	\$32,147
<b>Total</b>		<b>758.90</b>	<b>\$453,430</b>		<b>1,896.90</b>	<b>\$1,081,965 (1.2%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$41,434</b>	<b>\$103,404</b>		

Matters Under \$1,000,000

W. Automatic Stay (Relief Actions)

211. As of the Petition Dates, the Debtors were parties to more than 200 active and threatened lawsuits. During the Final Application Period, the Debtors have received numerous requests, including more than 50 motions that were filed seeking modification of the stay under section 362 of the Bankruptcy Code. Skadden worked with the Debtors to reach consensual resolutions to these lift stay relief matters. During the Final Application Period, Skadden professionals worked with the Debtors' legal department, other employees of the Debtors, and the Debtors' insurers to develop procedures (the "Lift Stay Procedures") for consensually modifying the automatic stay to permit cost-effective and timely liquidation and

settlement of certain prepetition litigation claims that are covered under the Debtors' general, product, and automobile liability insurance policies. This Court approved the implementation of the Lift Stay Procedures on June 26, 2006 (Docket No. 4366).

212. Throughout the Final Application Period, Skadden continued to advise the Debtors frequently regarding the application of the Lift Stay Procedures approved by this Court to various claims, strategies for facilitating settlements thereunder, and proper documentation of such settlements. Skadden worked with the Debtors' legal department and other employees of the Debtors to reach a consensual resolution in response to many of the requests for modification of or relief from the stay. In certain cases, however, the Debtors and the movant were unable to resolve their differences, and on those occasions Skadden (and in certain instances Togut) drafted objections to these lift stay motions.

213. In addition, Skadden created guidelines to aid the Debtors' legal department and other employees of the Debtors in determining whether a particular claim would qualify for reconciliation and settlement under the Lift Stay Procedures. During the Final Application Period, Skadden continued to assist the Debtors' legal department regarding the application of these Lift Stay Procedures to various claims and to advise the Debtors regarding strategies for facilitating and ultimately implementing strategies with respect to settlements. Throughout the Final Application Period, Skadden also responded to the Debtors' questions about the information that is to be included in certain reports, which the Debtors were required to provide to the Creditors' Committee and its financial advisors under this Court's order approving the Lift Stay Procedures. Finally, during the Seventh Application Period, Skadden assisted the Debtors in reviewing, analyzing, and resolving (including drafting a stipulation) certain lift stay motions that were filed during the Seventh Application Period.

214. In connection with the foregoing services, Skadden expended 2,132.00 hours during the Final Application Period for which Skadden seeks compensation of \$989,009, or 1.1% of the total compensation sought in this Final Application.<sup>59</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-23. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Brent M. Houston				\$415	924.20	\$383,790
Brian M. Fern				\$489	281.90	\$137,795
Kurt Ramlo				\$592	225.50	\$133,465
Ron E. Meisler	\$710	2.40	\$1,704	\$550	97.00	\$53,328
Matthew J. Micheli				\$440	120.00	\$52,800
Kathy Zambrano				\$410	101.00	\$41,410
Kayalyn A. Marafioti				\$805	41.20	\$33,169
Nathan L. Stuart				\$440	65.00	\$28,600
Thomas J. Matz	\$665	2.30	\$1,530	\$570	37.60	\$21,428
John K. Lyons	\$845	1.20	\$1,014	\$780	18.70	\$14,578
Kellan Grant				\$448	29.30	\$13,123
Michael W. Perl				\$435	30.10	\$13,094
Lisa B. Diaz				\$295	43.70	\$12,892
Eric J. Howe	\$460	16.90	\$7,774	\$460	16.90	\$7,774
Melissa T. Kahn	\$540	14.10	\$7,614	\$540	14.10	\$7,614
Paul L. Cazars	\$460	15.70	\$7,222	\$460	15.70	\$7,222

<sup>59</sup> Of this amount, 57.90 hours and \$30,685 of fees were expended in the Seventh Application Period. This compares to \$64,079, or 0.7%; \$140,233, or 1.2%; \$356,684, or 3.6%; \$248,725, or 1.9%; \$53,883, or 0.4%; and \$100,396, or 0.7%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
John (Jack) Wm Butler, Jr.				\$835	7.40	\$6,180
Albert L. Hogan III				\$646	6.10	\$3,940
Adlai S. Hardin	\$625	3.20	\$2,000	\$625	3.20	\$2,000
John P. Furfaro	\$870	2.10	\$1,827	\$870	2.10	\$1,827
Allison V. Herriott				\$375	4.60	\$1,725
M. Janine Jjingo				\$335	3.60	\$1,206
Paraprofessional Total					43.10	\$10,049
<b>Total</b>		<b>57.90</b>	<b>\$30,685</b>		<b>2,132.00</b>	<b>\$989,009 (1.1%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$5,907</b>	<b>\$106,801</b>		

X. Leases (Real Property)

215. The Debtors were lessors or lessees with respect to approximately 90 leases of real property. Skadden worked closely with the Debtors on matters related to such real property leases including (a) advising the Debtors regarding negotiating the renewal or amendments of certain leases, (b) reviewing proposed new leases and negotiating entry into certain new leases, (c) preparing and servicing notices under the Order Under 11 U.S.C. §§ 363, 1107, and 1108 Approving Procedures to Enter Into or Renew Real Property Leases Without Further Court Approval, entered on January 6, 2006 (Docket No. 1777), (d) assisting the Debtors with their decision-making process regarding the rejection of leases, including advising the Debtors regarding lease rejection claims and lease rejection strategies, (e) researching and advising the Debtors on the effect of a leasehold assignor's liability for a rejection, (f) reviewing and advising the Debtors with respect to environmental issues concerning the Debtors' nonresidential real property leases, and (g) researching, advising, and resolving various mechanics' lien claims with respect to the Debtors' leased real property.

216. During the Final Application Period, Skadden professionals devoted time to preparing and prosecuting motions relating to nonresidential real property leases including: (a) three motions to extend the deadline to assume or reject leases initially to June 7, 2007 (the "Section 365(d)(4) Extension Motion"), then to the earlier of the date on which the Court confirmed a plan of reorganization and September 30, 2007, and subsequently to the earlier of the date on which the Court confirmed a plan of reorganization and February 29, 2008, (b) a motion approving procedures for the future rejection of leases or subleases and authorizing the Debtors to abandon certain personal property associated with such leases without further Court approval, and (c) a motion approving procedures to enter into new leases or subleases or renew existing leases or subleases without further Court approval.

217. Skadden also assisted the Debtors in resolving an objection by a lessor, Universal Tool & Engineering Co., Inc. ("UTE"), which objected to the Debtors' rejection of an Indianapolis, Indiana lease (Docket No. 3462). Specifically, UTE expressed concerns regarding (a) possible unremediated environmental issues at the leased site and (b) the abandonment of hazardous and/or burdensome property at the leased site by the Debtors after April 30, 2006, the proposed effective date of lease rejection. Although the Debtors prepared to litigate the matter, the Debtors, with Skadden's assistance, were able to consensually resolve the issue without the need for a contested hearing.

218. In addition, the Debtors, with Skadden's assistance, successfully objected to a motion by Cherokee North Kansas City LLC ("Cherokee") which sought to compel an assumption or rejection of a Missouri lease. The Debtors, with the assistance of Skadden, conducted discovery regarding Cherokee's motion, including reviewing and producing hundreds of pages of documents in response to Cherokee's document requests, reviewing documents

produced by Cherokee, taking the depositions of Cherokee's two witnesses in Kansas City, Missouri and Denver, Colorado, and preparing for and defending the deposition of Delphi's Chief Restructuring Officer in Troy, Michigan. After a contested hearing on the motion, on April 11, 2006, this Court denied Cherokee's motion (Docket No. 3199).

219. Furthermore, Orix Warren, LLC ("Orix"), a lessor, was the sole objector to the Section 365(d)(4) Extension Motion. To resolve this objection, the order approving the Section 365(d)(4) Extension Motion (Docket No. 5178) provided Orix with an opportunity to file a notice of objection on or before October 1, 2006. If Orix failed to file an objection by that date, the Debtors' deadline to assume or reject Orix's lease would have been extended to June 7, 2007. On September 21, 2006, Orix filed a notice of a supplemental objection to the extension of the Debtors' deadline to assume or reject their unexpired lease of nonresidential real property in Warren, Ohio (Docket No. 5178). Skadden assisted the Debtors in filing reply to Orix's objection (Docket No. 5590) and drafting a declaration in support of their reply (Docket No. 5590). Skadden subsequently assisted the Debtors in commencing discovery and then negotiating with Orix to consensually resolve the objection. As a result of these efforts, Orix agreed to withdraw its objection (Docket No. 5940) and the Debtors' six-month extension (to June 2007) to assume or reject the Orix Lease became effective.

220. The Debtors, with Skadden's assistance, also completed the negotiation of a sale-leaseback of a facility comprised of 347,800 square feet of office space and 90,000 square feet of lab space situated on approximately 35 acres located in Auburn Hills, Michigan. Skadden assisted the Debtors with the development of their strategic plan to accomplish the proposed consolidation and implementation of that plan by negotiating with brokers, sellers, investors, and other related parties regarding the numerous issues that arose in connection with the proposals to

consolidate these sites. Ultimately, the Debtors secured an investor to purchase the property for \$33 million and lease it to the Debtors for a 10-year term. Following the conclusion of these negotiations, on March 2, 2007, Skadden filed a motion authorizing the Debtors to enter into the proposed transaction, including the rejection of two leases (Docket No. 7111). Skadden assisted the Debtors in resolving an objection to this motion and this Court approved the transaction on March 27, 2007 (Docket. No. 7425), and the Debtors closed the transaction on April 30, 2007.

221. In connection with the foregoing services, Skadden expended 1,615.30 hours during the Final Application Period for which Skadden seeks compensation of \$835,706, or 0.9% of the total compensation sought in this Final Application.<sup>60</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-24. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Catherine E. Danz				\$484	432.90	\$209,472
Marian P. Wexler				\$777	152.10	\$118,161
Kellan Grant	\$540	14.10	\$7,614	\$474	206.40	\$97,815
Matthew J. Micheli				\$440	218.00	\$95,920
Ron E. Meisler				\$556	100.70	\$55,986
Joseph N. Wharton				\$562	78.00	\$43,798
Dolores De Elizalde				\$440	66.20	\$29,128
Neil MacDonald				\$585	38.20	\$22,347

<sup>60</sup> Of this amount, 32.50 hours and \$17,124 of fees were expended in the Seventh Application Period. This compares to \$143,190, or 1.6%; \$290,834, or 2.6%; \$81,111, or 0.8%; \$145,356, or 1.1%; \$133,549, or 1.1%; and \$24,542, or 0.2%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.



Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Kayalyn A. Marafioti				\$816	27.30	\$22,286
David E. Springer				\$755	25.40	\$19,178
Sina Toussi				\$540	27.10	\$14,634
Laverne F. Hill	\$460	13.30	\$6,118	\$417	35.00	\$14,581
Melissa T. Kahn				\$410	29.00	\$11,890
John A. Amodeo				\$580	20.00	\$11,600
Nick D. Campanario				\$464	21.80	\$10,123
Kurt Ramlo	\$665	5.10	\$3,392	\$638	15.40	\$9,830
M. Janine Jjingo				\$324	21.10	\$6,833
Randall G. Reese				\$465	14.50	\$6,744
Haim Zaltzman				\$295	21.70	\$6,402
Michael W. Perl				\$435	14.30	\$6,221
John (Jack) Wm Butler, Jr.				\$858	6.20	\$5,318
Albert L. Hogan III				\$695	7.40	\$5,144
Venera E. Ziegler				\$510	5.20	\$2,652
Allison V. Herriott				\$375	5.30	\$1,987
Thomas J. Matz				\$625	2.30	\$1,438
Denise Kaloudis				\$495	2.40	\$1,188
Paraprofessional Total					21.40	\$5,030
<b>Total</b>		<b>32.50</b>	<b>\$17,124</b>		<b>1,615.30</b>	<b>\$835,706 (0.9%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$4,575</b>	<b>\$59,388</b>		

Y. Secured Claims

222. In the days following the Petition Dates, Skadden devoted substantial time to assisting the Debtors' senior management team and finance personnel and the Debtors' other business advisors in connection with preparing for the October 27, 2005 hearing on the Debtors' DIP credit facility. Specifically, in connection with the dozens of objections received to the relief requested in the Debtors' DIP financing motion, including an objection by an ad hoc committee of

prepetition lenders (the "Ad Hoc Prepetition Lenders"), Skadden attorneys assisted the Debtors in reviewing the issues raised by the objecting parties. The Debtors, with the assistance of Skadden, devoted a significant amount of resources to working with the advisors for the ad hoc prepetition lenders as well as their prepetition and postpetition lenders in negotiating and resolving these objections.

223. In connection with resolving the objection filed by the Ad Hoc Prepetition Lenders, the Debtors and their advisors were involved in extensive discovery, including the taking and defending of numerous depositions. To resolve the objection, Skadden attorneys assisted the Debtors in their negotiation of a mutually acceptable adequate protection package, which was approved by this Court pursuant to the DIP Financing Order entered on October 28, 2005. In the early stages of the Final Application Period, the Debtors, with the assistance of Skadden professionals, continued to work and meet with their prepetition lenders to keep them reasonably informed with respect to these Reorganization Cases.

224. Skadden professionals also devoted significant amounts of time after entry of the DIP Financing Order on setoff claims. Paragraph 18 of the DIP Financing Order set forth comprehensive procedures by which customers and suppliers of the Debtors could exercise and resolve their setoff rights without having to file motions to lift the automatic stay. Accordingly, the Debtors and their advisors devoted significant amounts of time to analyzing and resolving the numerous requests by customers and suppliers who sought to exercise setoff rights under the DIP Financing Order. In seeking to resolve these setoff claims, Skadden professionals, working together with Togut (being mindful not to duplicate efforts), dedicated time to tracking the setoff claims, researching their validity and ultimately negotiating their resolution.

225. Skadden attorneys also dealt with a number of issues regarding the assertion of liens against the Debtors. In particular, the Debtors, with Skadden's assistance, analyzed whether certain claimants could properly assert tooling liens or other statutory liens against certain of the Debtors' assets. As part of this analysis, Skadden worked with the Debtors to evaluate and track complaints filed by numerous alleged lien claimants. Specifically, on January 16, 2006, four complaints were filed to establish the validity, extent, and priority of liens, three of which were resolved consensually. With respect to the fourth complaint, filed by L&W Engineering, Co. and Southtec, LLC (the "L&W Plaintiffs"), the Debtors, with Skadden's assistance, reviewed the allegations, researched the legal issues raised by the complaint, and on June 2, 2006 filed an answer and counterclaim. After the L&W Plaintiffs filed their answer to the Debtors' counterclaim, both the Debtors and the L&W Plaintiffs filed dispositive motions and related pleadings for a ruling on the merits, including, without limitation, motions for judgment on the pleadings, statements of material facts, responses, and replies. Skadden professionals also participated in several discussions with the L&W Plaintiffs' attorneys about the prospects for settling this matter. Ultimately, Skadden's discussions with the L&W Plaintiffs' attorneys concluded in a consensual resolution of the adversary proceeding as well as a reconciliation of the prepetition claim filed by L&W Engineering, Co. and Southtec, LLC.

226. In connection with the foregoing services, Skadden expended 1,509.50 hours during the Final Application Period for which Skadden seeks compensation of \$700,936, or 0.8% of the total compensation sought in this Final Application.<sup>61</sup> Skadden is not seeking compensation for this matter for the Seventh Application Period. A summary of the hours

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<sup>61</sup> Skadden is not requesting compensation for this matter for the Seventh Application Period. This compares to \$236,983, or 2.6%; \$266,437, or 2.4%; \$153,028, or 1.5%; and \$44,488, or 0.3%; of the total fees requested for this matter in Skadden's First, Second, Third, and Fourth Interim Fee Applications, respectively. Skadden did not request compensation for this matter in its Fifth or Sixth Interim Fee Applications.

expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Sina Toussi				\$540	454.90	\$245,646
Venera E. Ziegler				\$510	192.10	\$97,971
Dolores De Elizalde				\$440	159.90	\$70,356
William M. Rohner				\$463	134.20	\$62,151
Ron E. Meisler				\$545	100.20	\$54,563
Haim Zaltzman				\$310	87.80	\$27,200
Albert L. Hogan III				\$635	34.00	\$21,583
M. Janine Jjingo				\$314	67.90	\$21,308
Thomas J. Matz				\$560	27.60	\$15,456
John (Jack) Wm Butler, Jr.				\$835	18.00	\$15,031
Kellan Grant				\$410	36.50	\$14,965
Allison V. Herriott				\$375	37.50	\$14,064
Lisa B. Diaz				\$295	22.50	\$6,637
Rossie E. Turman III				\$540	8.20	\$4,428
John K. Lyons				\$695	5.30	\$3,684
Randall G. Reese				\$465	7.80	\$3,627
Matthew J. Micheli				\$440	7.00	\$3,080
Dionysios V. Tsiros				\$295	6.10	\$1,800
Brent M. Houston				\$375	3.00	\$1,125

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Paraprofessional Total					99.00	\$16,261
<b>Total</b>					<b>1,509.50</b>	<b>\$700,936 (0.8%)</b>
<b>Voluntary fee accommodation excluded from total</b>						<b>\$29,989</b>

Z. Executory Contracts (Personalty)

227. The Debtors estimate that, as of the Petition Dates, they were parties to 347,000 scheduled executory contracts and unexpired leases which collectively involved billions of dollars of liabilities. Throughout the Final Application Period the Debtors, with the assistance of Skadden professionals, responded to numerous requests from counterparties to compel the assumption or rejection of their contracts. In addition, counterparties to various contracts filed motions for assumption or rejection of their contracts during the Final Application Period and many more threatened to do the same. Skadden professionals drafted objections to these motions and litigated the merits of such requests to, among other things, protect the Debtors' right to maintain "breathing room" during the Reorganization Cases. In addition, during the Final Application Period, Skadden professionals consulted with the Debtors regarding the assumption and rejection of certain executory contracts. This led to, among other things, the drafting and filing of several motions requesting authority to assume or reject various contracts. Skadden also assisted the Debtors during the Seventh Application Period in seeking a resolution of an equipment purchase dispute with a financial institution, including negotiation of a valuation procedure in an attempt to avoid costly litigation. In addition, Skadden assisted the Debtors in negotiating a potential lease for the Debtors' fleet vehicles.

228. Skadden also assisted the Debtors with the review of various executory contracts and, together with the Debtors' senior management and business advisors, evaluation

of contracts and leases for assumption or rejection pursuant to the plan of reorganization. In that regard, during the Final Application Period, Skadden researched various issues relating to assumption and rejection of executory contracts that may arise in connection with a plan. In addition, Skadden worked closely with business personnel and external representatives of the Debtors to facilitate a reconciliation of allegedly outstanding invoices with the Debtors' internal records to determine the Debtors' postpetition payment obligations.

229. Finally, in connection with the approval of the Disclosure Statement and Solicitation Procedures Order (Docket No. 11389), the Debtors obtained this Court's authority to serve counterparties to material supply agreements with notice designed to establish cure amounts for material supply agreements that were to be assumed under the December 2007 Plan. Skadden professionals worked closely with the Debtors, FTI, and KCC in connection with reviewing these material supply agreements to determine if they were executory contracts requiring cure. In response to these notices, Skadden received numerous inquiries as well as certain objections, all of which required a response by an appropriate Skadden professional.

230. In connection with the foregoing services, Skadden expended 1,308.00 hours during the Final Application Period for which Skadden seeks compensation of \$615,889, or 0.7% of the total compensation sought in this Final Application.<sup>62</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-25. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

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<sup>62</sup> Of this amount, 348.90 hours and \$163,630 of fees were expended in the Seventh Application Period. This compares to \$153,055, or 1.7%; \$38,078, or 0.3%; \$69,027, or 0.7%; \$50,562, or 0.4%; \$107,072, or 0.9%; and \$34,465, or 0.2%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Ron E. Meisler	\$710	21.80	\$15,478	\$583	137.40	\$80,085
Brent M. Houston				\$435	125.80	\$54,724
Kellan Grant	\$540	10.40	\$5,616	\$458	102.80	\$47,070
Matthew Gartner	\$420	100.30	\$42,126	\$420	100.30	\$42,126
Venera E. Ziegler				\$510	82.00	\$41,820
Brian M. Fern				\$547	72.40	\$39,596
Melissa T. Kahn	\$540	62.00	\$33,480	\$540	62.00	\$33,480
Matthew J. Micheli				\$440	70.40	\$30,976
Joseph N. Wharton	\$625	20.00	\$12,501	\$541	52.40	\$28,360
Mike Murphy	\$375	69.40	\$26,025	\$375	69.40	\$26,025
Thomas J. Matz				\$563	39.20	\$22,069
Haim Zaltzman				\$302	61.40	\$18,555
Kayalyn A. Marafioti				\$808	22.20	\$17,948
M. Janine Jjingo				\$328	49.70	\$16,311
Ian S. Bolton				\$390	32.80	\$12,792
Kurt Ramlo	\$665	2.60	\$1,729	\$631	18.70	\$11,793
Sina Toussi				\$540	20.50	\$11,070
Michael W. Perl				\$415	26.00	\$10,795
Nathan L. Stuart				\$440	23.10	\$10,164
Paul L. Cazers	\$460	20.40	\$9,384	\$460	20.40	\$9,384
Karen M. Suber	\$420	10.40	\$4,368	\$383	23.90	\$9,161
Carl T. Tullson	\$375	20.10	\$7,538	\$375	20.10	\$7,538
Kathy Zambrano				\$410	15.60	\$6,396
Eric J. Howe	\$460	3.10	\$1,426	\$404	15.30	\$6,184
Dolores De Elizalde				\$440	10.00	\$4,400
Denise Kaloudis				\$495	8.80	\$4,356
Allison V. Herriott				\$375	7.10	\$2,663
Sarah J. Platt	\$420	6.30	\$2,646	\$420	6.30	\$2,646
Rena M. Samole				\$565	4.10	\$2,317
David E. Springer				\$755	2.10	\$1,586

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Adlai S. Hardin	\$625	2.10	\$1,313	\$625	2.10	\$1,313
John K. Lyons				\$775	1.50	\$1,163
Randall G. Reese				\$465	2.20	\$1,023
<b>Total</b>		<b>348.90</b>	<b>\$163,630</b>		<b>1,308.00</b>	<b>\$615,889 (0.7%)</b>
<b>Voluntary fee accommodation excluded from total:</b>			<b>\$12,226</b>	<b>\$105,276</b>		

AA. Claims Admin. (Reclamation/Trust Funds)

231. Because of the exceptionally large number of suppliers that shipped products to the Debtors on a continuous basis, at the beginning of the Reorganization Cases, the Debtors received more than 850 reclamation demands containing nearly 100,000 lines of data and asserting an aggregate face amount of more than \$285 million in priority claims pursuant to section 546(c) of the Bankruptcy Code. Skadden worked with the Debtors and their financial advisors to develop global procedures for receiving, reviewing, responding to, and resolving reclamation demands. The Debtors successfully obtained final approval of these procedures on November 4, 2005. In implementing these procedures, the Debtors, with Skadden's assistance, reviewed hundreds of reclamation claims and drafted a significant amount of correspondence, including reclamation response statements and settlement letters. Skadden also and worked with the Debtors and their financial advisors to design training materials and process protocols for on-going negotiations with suppliers. After reviewing numerous invoices and billing records, the Debtors identified total reclamation claims of approximately \$17.5 million. On February 21, 2006, the Debtors sent reclamation response statements to all 855 claimants. Throughout the Final Application Period, Skadden continued to work with the Debtors and their business advisors in



negotiating with suppliers regarding disagreements over the amount of individual reclamation claims.

232. To further the Debtors' goal of resolving reclamation claims, during the Final Application Period, Skadden assisted the Debtors by researching and analyzing certain defenses to priority treatment of reclamation claims, including a defense against such priority treatment based on the presence of liens on the Debtors' assets held by the Debtors' prepetition secured lenders (the "Prior Lien Defense"). In connection with the filing of the December 2007 Plan, Skadden assisted the Debtors in obtaining authority to send an election notice to reclamation claimants, offering them the option to elect to have their reclamation claims treated as if they were general unsecured claims. If reclamation claimants were to elect to pursue priority treatment, then after emergence from chapter 11, the Debtors would assert the Prior Lien Defense.

233. In connection with the foregoing services, Skadden expended 1,325.70 hours during the Final Application Period for which Skadden seeks compensation of \$550,822, or 0.6% of the total compensation sought in this Final Application.<sup>63</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-26. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Joseph N. Wharton	\$625	8.60	\$5,376	\$497	437.90	\$217,630

<sup>63</sup> Of this amount, 14.10 hours and \$8,559 of fees were expended in the Seventh Application Period. This compares to \$134,926, or 1.5%; \$142,265, or 1.3%; \$217,669, or 2.2%; \$10,623, or 0.1%; and \$36,780, or 0.2%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, and Sixth Interim Fee Applications, respectively. Skadden did not request compensation for this matter in its Fifth Interim Fee Application.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Matthew J. Micheli				\$440	337.30	\$148,412
John K. Lyons				\$703	54.00	\$37,972
Ron E. Meisler				\$550	32.70	\$17,991
M. Janine Jjingo				\$335	53.30	\$17,856
Kayalyn A. Marafioti				\$800	15.50	\$12,400
Thomas J. Matz	\$665	1.70	\$1,131	\$577	18.80	\$10,850
Melissa T. Kahn	\$540	3.80	\$2,052	\$487	15.50	\$7,551
Allison V. Herriott				\$375	19.20	\$7,201
John (Jack) Wm Butler, Jr.				\$835	6.10	\$5,094
Albert L. Hogan III				\$620	8.00	\$4,960
Christian Pilkington				\$540	7.40	\$3,996
George N. Panagakis				\$810	3.10	\$2,511
Kurt Ramlo				\$625	1.70	\$1,063
Paraprofessional Total					315.20	\$55,335
<b>Total</b>		<b>14.10</b>	<b>\$8,559</b>		<b>1,325.70</b>	<b>\$550,822 (0.6%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$4,294</b>	<b>\$60,464</b>		

BB. Employee Matters (Pension)

234. Skadden assisted the Debtors during the Application Period in connection with bankruptcy and restructuring matters related to the Debtors' seven defined benefit pension plans covered by termination insurance programs administered by the PBGC. Among other things, during the Final Application Period, Skadden communicated with the PBGC regarding pension matters and responded to certain diligence requests regarding the pension plans. Skadden also assisted the Debtors in connection with the filing of their Form 5330. In addition, during the Final Application Period Skadden worked with the Debtors in negotiating two separate pension plan funding waivers from the IRS for their hourly and salaried pension and seeking this Court's

approval of same. On May 11, 2007 the Debtors with the assistance of Skadden, filed a motion (Docket No. 7932) seeking approval of the first funding waiver which was approved by this Court on May 31, 2007 (Docket No. 8117). Furthermore, during the Seventh Application Period, the Debtors, with the assistance of Skadden, filed a motion seeking the approval of the second funding waiver, and on October 26, 2007, the Debtors received this Court's approval to comply with the terms of the waiver (Docket No. 10726).

235. In connection with the foregoing services, Skadden expended 841.00 hours during the Final Application Period for which Skadden seeks compensation of \$519,134, or 0.6 % of the total compensation sought in this Final Application.<sup>64</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-27. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Kayalyn A. Marafioti	\$895	18.10	\$16,201	\$832	96.70	\$80,495
Jay S. Berke	\$870	47.40	\$41,238	\$846	78.30	\$66,267
Albert L. Hogan III	\$775	23.70	\$18,368	\$728	58.00	\$42,207
David A. Schneider				\$595	53.60	\$31,892
Venera E. Ziegler				\$510	61.50	\$31,365
John P. Furfaro	\$870	10.00	\$8,700	\$827	36.00	\$29,760
Kellan Grant				\$470	53.60	\$25,192
Brian M. Fern	\$625	15.30	\$9,563	\$586	42.90	\$25,158

<sup>64</sup> Of this amount, 267.40 hours and \$182,808 of fees were expended in the Seventh Application Period. This compares to \$58,190, or 0.5%; \$28,202, or 0.3%; \$77,033, or 0.6%; \$57,919, or 0.5%; and \$121,920, or 0.8%, of the total fees requested for this matter in Skadden's Second, Third, Fourth, and Fifth Interim Fee Applications, respectively. Skadden did not request compensation for this matter in its First Interim Fee Application.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Ronald D. Kohut	\$540	31.70	\$17,118	\$519	45.10	\$23,416
Michael W. Perl				\$375	55.70	\$20,888
Julie Boden Adams				\$435	47.30	\$20,576
Nick D. Campanario	\$610	33.30	\$20,313	\$610	33.30	\$20,313
Melissa T. Kahn	\$540	30.00	\$16,200	\$526	37.80	\$19,866
Ron E. Meisler	\$710	18.80	\$13,348	\$659	26.80	\$17,668
Adlai S. Hardin				\$585	17.50	\$10,238
Kurt Ramlo	\$665	14.90	\$9,909	\$665	14.90	\$9,909
Thomas J. Matz				\$580	13.20	\$7,652
Allen Stenger				\$470	14.30	\$6,721
Jody J. Brewster				\$775	8.20	\$6,355
Brandon M. Duncomb	\$340	16.20	\$5,508	\$340	16.20	\$5,508
Sarah J. Platt				\$315	12.10	\$3,812
N. Lynn Hiestand	\$950	1.80	\$1,710	\$883	4.30	\$3,798
John (Jack) Wm Butler, Jr.	\$950	2.50	\$2,375	\$924	3.80	\$3,513
Aaron S. Feinberg	\$610	3.70	\$2,257	\$610	3.70	\$2,257
Lawrence D. Frishman				\$810	2.60	\$2,106
Eric L. Cochran				\$795	1.40	\$1,113
Nathan L. Stuart				\$495	2.20	\$1,089
<b>Total</b>		<b>267.40</b>	<b>\$182,808</b>		<b>841.00</b>	<b>\$519,134 (0.6%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$16,653</b>	<b>\$70,823</b>		

CC. Utilities

236. As of the Petition Dates, the Debtors obtained utility service from approximately 162 utilities nationwide. Together, the utilities provided service to the Debtors under roughly 850 separate billing accounts. During the Final Application Period, Skadden professionals worked to ensure that the Debtors would have uninterrupted utility service at each of the Debtors' locations throughout the country in accordance with section 366 of the Bankruptcy

Code. To this end, Skadden (a) obtained entry of an interim and a final order (the "Final Utilities Order") prohibiting the utilities from disconnecting service and establishing global procedures for addressing adequate assurance demands, (b) engaged in extensive negotiation with the objecting utilities, (c) reviewed and responded to every adequate assurance request, (d) engaged in negotiations with utility companies, (e) advised the Debtors as to the proration of bills to distinguish between prepetition claims and the Debtors' postpetition payment obligations, (g) fielded and responded to telephone calls, e-mail messages, shut-off notices, service discontinuations, notices of lien, and other enforcement mechanisms in contravention of the Final Utilities Order, and (h) successfully prevented interruption of the Debtors' utility service.

237. In addition, during the Final Application Period, Skadden spent time drafting and successfully prosecuting the Debtors' Motion for Order under 11 U.S.C. §§ 362, 363, and 365 Authorizing Debtors To (I) Obtain Significant Improvement In Energy Costs By Modifying Agreements With Lockport Energy Associates L.P. ("Lockport Energy") And New York State Electric And Gas Corporation, (II) Assume Modified Agreement With Lockport Energy Associates L.P., And (III) Consent To Relief From Automatic Stay For Limited Purpose Of Allowing Lockport Energy Associates L.P. To Record Modified Easements, which the Debtors believed would result in significant ongoing cost savings at the affected locations (Docket No. 2444). Indeed, as a result of these efforts, the Debtors anticipated approximately \$13.5 million in cost savings for the Debtors and Lockport Energy agreed to share certain profits with the Debtors, which was estimated to be \$6 million. This Court entered an order granting this relief on March 17, 2006 (Docket No. 2856). Finally, during the Final Application Period, Skadden assisted the Debtors in reviewing and negotiating the terms of an energy contract for one of the Debtor entities.

238. In connection with the foregoing services, Skadden expended 1,027.70 hours during the Final Application Period for which Skadden seeks compensation of \$517,611, or 0.6% of the total compensation sought in this Final Application.<sup>65</sup> Skadden is not seeking compensation for this matter for the Seventh Application Period. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Venera E. Ziegler				\$510	802.70	\$409,377
Thomas J. Matz				\$560	70.50	\$39,480
Ron E. Meisler				\$560	25.50	\$14,288
Michael W. Perl				\$435	22.70	\$9,876
Haim Zaltzman				\$319	30.30	\$9,680
Dolores De Elizalde				\$440	21.50	\$9,460
Kayalyn A. Marafioti				\$795	10.20	\$8,110
Sina Toussi				\$540	13.70	\$7,398
M. Janine Jjingo				\$335	17.00	\$5,696
Kellan Grant				\$410	4.80	\$1,968
Lisa B. Diaz				\$295	3.90	\$1,151
Paraprofessional Total				\$230	4.90	\$1,127
<b>Total</b>					<b>1,027.70</b>	<b>\$517,611 (0.6%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$66</b>	<b>\$13,675</b>		

<sup>65</sup> Skadden is not requesting compensation for this matter for the Seventh Application Period. This compares to \$295,549, or 3.2%; \$192,060, or 1.7%; \$13,398, or 0.1%; and \$16,604, or 0.1%, of the total fees requested for this matter in Skadden's First, Second, Third, and Fourth Interim Fee Applications, respectively. Skadden did not request compensation for this matter in its Fifth or Sixth Interim Fee Applications.

DD. Asset Analysis And Recovery

239. Under Bankruptcy Code sections 108(a)(2) and 546(a)(1)(A), the Debtors had until two years after the entry of the order for relief to commence (i) avoidance and other causes of action under chapter 5 of the Bankruptcy Code and (ii) various causes of action under applicable bankruptcy and non-bankruptcy law for which the applicable statute of limitations, but for the chapter 11 filings, would otherwise have expired (collectively, the "Adversary Proceedings"). To preserve these causes of action, the Debtors arguably had to commence them no later than two years after the Petition Dates, or by October 8, 2007 or October 14, 2007, as applicable, or consensually toll the Debtors' respective deadlines to file these actions.

240. Complex chapter 11 cases such as the Debtors' can result in the filing of thousands of Adversary Proceedings. Simply identifying potential Adversary Proceedings required a diligent review of tens of thousands of prepetition transactions by the Debtors and their advisors. The Debtors analyzed relevant financial information and payment histories to identify those causes of action which they believed warranted preservation and which might yield value to the Debtors.

241. During the Final Application Period, the Debtors intended to emerge from chapter 11 under a reorganization plan consistent with the framework attached to the Delphi-Appaloosa EPCA. Under such a plan, most avoidance actions would have been unnecessary because all allowed claims would have been satisfied in full. But because the statutory deadlines for filing the Adversary Proceedings would have passed before the Debtors emerged from chapter 11, the Debtors had to consider in the exercise of their fiduciary duties how to preserve the Adversary Proceedings in the event that the Debtors ultimately emerged from chapter 11 under a plan that did not satisfy all allowed claims in full.

242. The Debtors examined permissible alternatives to filing the Adversary Proceedings before the statutory deadlines and developed proposed procedures to minimize any negative impact that might arise from the filing of those Adversary Proceedings. Skadden played a principal role in helping the Debtors develop a comprehensive strategy for preparing and filing the Adversary Proceedings and, to the extent possible, effectively obviating any need to file or serve, as applicable, Adversary Proceedings during the Final Application Period.

243. Skadden coordinated with the Debtors and their other advisors to draft and successfully prosecute a motion for an order authorizing the Debtors to enter into a form tolling agreement with respect to avoidance and other causes of action, approving procedures to identify those causes of action that should be preserved or abandoned, authorizing the Debtors to abandon certain actions, and establishing adversary proceeding procedures for preserving causes of action. To prevent interference with the Debtors' valuable relationships with their contract parties, the procedures permitted the Debtors to file the actions under seal and extend the time for service of the complaints. Although Skadden assumed the principal role with respect to designing the framework of the procedures, Togut took the lead role in drafting and filing the Adversary Proceedings and tolling agreements.

244. In connection with the foregoing services, Skadden expended 763.30 hours during the Final Application Period for which Skadden seeks compensation of \$453,745, or 0.5% of the total compensation sought in this Final Application.<sup>66</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-28. A summary of the hours expended and the corresponding dollar

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<sup>66</sup> Of this amount, 34.00 hours and \$20,027 of fees were expended in the Seventh Application Period. This compares to \$113,719, or 0.9%, and \$319,999, or 2.1%, of the total fees requested for this matter in Skadden's Fifth and Sixth Interim Fee Application. Skadden did not request compensation for this matter in its First, Second, Third, or Fourth Interim Fee Applications.



amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Kurt Ramlo	\$665	9.70	\$6,451	\$628	143.80	\$90,264
Christopher P. Connors	\$625	2.50	\$1,563	\$586	113.10	\$66,265
George N. Panagakis				\$810	77.50	\$62,775
Adlai S. Hardin				\$585	100.80	\$58,969
Albert L. Hogan III	\$775	2.60	\$2,015	\$701	35.80	\$25,091
Thomas J. Matz	\$665	8.60	\$5,719	\$634	36.70	\$23,282
Nathan L. Stuart				\$495	44.10	\$21,830
Brent M. Houston				\$435	42.80	\$18,619
John Guzzardo				\$435	40.50	\$17,618
John (Jack) Wm Butler, Jr.	\$950	2.50	\$2,375	\$886	17.30	\$15,326
Kayalyn A. Marafioti				\$830	14.50	\$12,035
Nick D. Campanario				\$535	20.80	\$11,128
Rena M. Samole				\$565	14.40	\$8,136
Sarah J. Platt				\$355	14.70	\$5,219
Kellan Grant				\$470	6.30	\$2,961
Lee P. Garner				\$625	4.70	\$2,938
Melissa T. Kahn				\$470	6.00	\$2,820
Ron E. Meisler				\$630	4.10	\$2,583
Denise Kaloudis				\$495	2.20	\$1,089
Paraprofessional Total		8.10	\$1,904		23.20	\$4,797
<b>Total</b>		<b>34.00</b>	<b>\$20,027</b>		<b>763.30</b>	<b>\$453,745 (0.5%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$3,875</b>	<b>\$36,690</b>		

EE. Reports And Schedules

245. Under the Bankruptcy Code, the Debtors had to prepare separate sets of Schedules of Assets and Liabilities and Statements of Financial Affairs (together "Schedules and

Statements") for each of the 42 Debtors. The Debtors and their numerous non-debtor affiliates have historically reported their financial information on a consolidated basis. Given the diverse assets, liabilities, and operations of the various Debtors and the need to provide precise information concerning their financial and operational condition, Skadden assisted the Debtors' financial, legal, operational, tax, and other personnel and the Debtors' financial advisors to prepare separate sets of Schedules and Statements for each of the Debtors. In the aggregate, the Schedules and Statements for the 42 Debtors included more than 20,000 scheduled liabilities and nearly 347,000 scheduled executory contracts and unexpired leases, which collectively comprised roughly 22,000 pages of information. In addition, contemporaneously with the filing of their Schedules and Statements, the Debtors, with the assistance of Skadden and FTI, filed Global Notes and Statements of Limitations, Methodology and Disclaimer Regarding Debtors' Schedules and Statements which set forth the Debtors' assumptions and preparation methodology with respect to the Schedules and Statements.

246. Skadden also worked closely with the Debtors and their financial advisors following the filing of the Debtors' Schedules and Statements to resolve certain discrete issues which resulted in the Debtors' filing of certain amendments to the Schedules and Statements. On February 1, 2006, the Debtors filed amendments to Schedule F for certain Debtors, to reflect aggregate debits reflected in the Debtors' cross-charge accounts and to identify certain claims related to cross-charge accounts as unliquidated. On April 18, 2006, the Debtors filed further amendments to the Schedules and Statements to update the Schedules to reflect current prepetition balances and to make certain modifications to the Schedules and Statements based upon the Debtors' further review and verification of the information contained therein. During the Seventh

Application Period, on October 12, 2007, the Debtors filed additional amendments to certain of the Schedules and Statements relating to the supplemental executive retirement program.

247. In addition, throughout the Final Application Period the Debtors were required to submit Monthly Operating Reports which provided detailed information regarding the Debtors' assets, liabilities, and operations. Accordingly, Skadden worked with the Debtors' finance and accounting personnel, as well as the Debtors' financial advisors, to review and file Monthly Operating Reports beginning with the report filed on November 30, 2005 and for each subsequent month through December 2007, which was finalized after the Final Application Period.

248. In connection with the foregoing services, Skadden expended 697.00 hours during the Final Application Period for which Skadden seeks compensation of \$366,254, or 0.4% of the total compensation sought in this Final Application.<sup>67</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-29. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Thomas J. Matz	\$665	28.80	\$19,154	\$604	142.50	\$86,132
Randall G. Reese				\$465	174.60	\$81,190
Kayalyn A. Marafioti	\$895	14.60	\$13,068	\$838	47.30	\$39,657
Allison V. Herriott				\$375	95.70	\$35,888

<sup>67</sup> Of this amount, 140.00 hours and \$79,361 of fees were expended in the Seventh Application Period. This compares to \$187,152, or 2.0%; \$22,844, or 0.2%; \$8,325, or 0.1%; \$7,546, or 0.1%; \$14,268, or 0.1%; and \$46,758, or 0.3%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
John K. Lyons	\$845	3.00	\$2,535	\$707	37.40	\$26,443
Karen M. Suber	\$420	60.10	\$25,242	\$420	60.10	\$25,242
Adlai S. Hardin	\$625	10.00	\$6,251	\$598	31.70	\$18,946
John (Jack) Wm Butler, Jr.				\$835	19.60	\$16,366
Ron E. Meisler				\$561	18.50	\$10,378
Nathan L. Stuart	\$575	4.80	\$2,760	\$542	8.10	\$4,394
Ronald D. Kohut				\$470	7.70	\$3,619
M. Janine Jjingo	\$460	5.90	\$2,714	\$460	5.90	\$2,714
Adam F. Halper	\$460	5.10	\$2,346	\$460	5.10	\$2,346
Christian Pilkington	\$635	3.60	\$2,286	\$635	3.60	\$2,286
Rena M. Samole	\$625	2.60	\$1,625	\$625	2.60	\$1,625
Eric L. Cochran	\$920	1.50	\$1,380	\$920	1.50	\$1,380
Marie L. Gibson				\$540	2.10	\$1,134
Daniel I. Ganitsky				\$585	1.80	\$1,053
Paraprofessional Total					31.20	\$5,461
<b>Total</b>		<b>140.00</b>	<b>\$79,361</b>		<b>697.00</b>	<b>\$366,254 (0.4%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$12,208</b>	<b>\$47,145</b>		

FF. Intellectual Property

249. Throughout the Final Application Period, Skadden provided legal advice regarding bankruptcy-related issues affecting the Debtors' intellectual property – particularly patents and licenses. Skadden's professionals spent considerable time analyzing the Debtors' intellectual property contracts and the law regarding assignability of such contracts in the Second Circuit under section 365 of the Bankruptcy Code. In addition, Skadden assisted the Debtors in other intellectual property matters by (a) analyzing the potential sale of certain of the Debtors' intellectual property, (b) obtaining an order of this Court on May 30, 2006 authorizing and approving certain licensing agreements between certain of the Debtors and Denso Corporation,

which settled a patent infringement lawsuit between the parties (Docket No. 3950), (c) reviewing and advising the Debtors with respect to the relevant terms affecting intellectual property rights implicated in the agreement for the sale of substantially all of the assets of Affiliate Debtor, MobileAria, Inc., (d) researching, tracking, and analyzing legal issues related to the potential intellectual property claims that could be asserted against the Debtors, including, but not limited to, the possible priority status of such potential claims, and (e) assisting the Debtors in reviewing and assessing the legal implications of entering into several intellectual property licensing agreements.

250. In addition, during the Final Application Period, Skadden performed a specialized review of numerous intellectual property documents in connection with the due diligence performed by the Plan Investors. To facilitate these efforts, Skadden professionals participated in numerous conference calls with the Debtors to ensure a timely and efficient flow of information between Skadden, the Debtors, and the Plan Investors. Finally, during the Seventh Application Period, Skadden assisted the Debtors in reviewing various issues in connection with certain intellectual property agreements because of complications in the law regarding the assumption and assignment of such contracts. Skadden conducted legal research and assisted the Debtors in drafting a settlement agreement to resolve these issues.

251. In connection with the foregoing services, Skadden expended 420.30 hours during the Final Application Period for which Skadden seeks compensation of \$218,067, or 0.2% of the total compensation sought in this Final Application.<sup>68</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are

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<sup>68</sup> Of this amount, 49.50 hours and \$30,938 of fees were expended in the Seventh Application Period. This compares to \$22,186, or 0.2%; \$65,656, or 0.6%; \$32,050, or 0.3%; \$47,649, or 0.4%; \$12,688, or 0.1%; and \$14,028, or 0.1%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, and Fifth Interim Fee Applications, respectively.

attached hereto as Exhibit D-30. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Brian M. Fern	\$625	49.50	\$30,938	\$601	83.30	\$50,035
Brent M. Houston				\$417	107.30	\$44,698
Venera E. Ziegler				\$510	66.60	\$33,966
Ron E. Meisler				\$558	22.80	\$12,727
Andrew F. Strobert				\$625	20.30	\$12,688
Elaine D. Ziff				\$560	20.50	\$11,480
Stuart D. Levi				\$785	14.40	\$11,304
Dolores De Elizalde				\$440	25.60	\$11,264
Sina Toussi				\$540	17.50	\$9,450
Joseph N. Wharton				\$485	12.20	\$5,917
Ian S. Bolton				\$390	12.50	\$4,875
Thomas J. Matz				\$560	8.60	\$4,816
Kayalyn A. Marafioti				\$795	4.20	\$3,339
Haim Zaltzman				\$335	4.50	\$1,508
<b>Total</b>		<b>49.50</b>	<b>\$30,938</b>		<b>420.30</b>	<b>\$218,067 (0.2%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$1,377</b>	<b>\$58,600</b>		

GG. Real Estate (Owned)

252. During the Final Application Period, Skadden professionals assisted the Debtors in undertaking a comprehensive review of the Debtors' owned real estate and working closely with employees of the Debtors in coordinating (a) resolution of claims related to mechanics' liens, (b) sale of de minimis real estate parcels,<sup>69</sup> and (c) analysis of tax issues.

<sup>69</sup> Skadden professionals also billed time to the "Asset Dispositions (Real Property)" matter code when providing services related to the sale of de minimis real estate.

Specifically, through the sale of real property located in Foley, Alabama and in Burton, Michigan, the Debtors, with Skadden's assistance, realized approximately \$5 million for assets that were otherwise non-performing and were cash-flow negative. In addition, Skadden assisted the Debtors in considering the potential purchase of real property related to the Debtors' contemplated consolidation of certain office and research facilities. Finally, Skadden worked with the Debtors in resolving claims related to alleged statutory real property liens and entering into agreements to list properties that the Debtors intended to sell.

253. In connection with the foregoing services, Skadden expended 362.60 hours during the Final Application Period for which Skadden seeks compensation of \$217,080, or 0.2% of the total compensation sought in this Final Application.<sup>70</sup> Skadden is not seeking compensation for this matter for the Seventh Application Period. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Marian P. Wexler				\$781	159.10	\$124,207
Catherine E. Danz				\$468	88.50	\$41,428
Kellan Grant				\$470	52.30	\$24,581
Ron E. Meisler				\$580	26.00	\$15,080
Lisa B. Diaz				\$299	34.50	\$10,310
Marie L. Gibson				\$670	2.20	\$1,474
<b>Total</b>					<b>362.60</b>	<b>\$217,080 (0.2%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$1,436</b>	<b>\$11,056</b>		

<sup>70</sup> Skadden is not requesting compensation for this matter for the Seventh Application Period. This compares to \$63,413, or 0.7%; \$44,502, or 0.4%; \$31,005, or 0.3%; \$42,465, or 0.3%; and \$35,695, or 0.3%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, and Fifth Interim Fee Applications, respectively. Skadden did not request compensation for this matter in its Sixth Interim Fee Application.

HH. Liquidation/Feasibility

254. During the Final Application Period, Skadden provided legal advice in connection with preparation of a liquidation analysis which was attached as an exhibit to the Disclosure Statement. The liquidation analysis was used for the Debtors to demonstrate that the Confirmed Plan was in the best interest of the creditors and interest holders under the Bankruptcy Code. As part of this work, Skadden conducted legal research regarding various issues to assist the Debtors and their financial advisors in formulating appropriate assumptions for any such analysis. In addition, in connection with preparing for the confirmation hearing on the Debtors' plan of reorganization, Skadden assisted the Debtors by drafting a declaration to support the feasibility requirement under the Bankruptcy Code.

255. In connection with the foregoing services, Skadden expended 316.60 hours during the Final Application Period for which Skadden seeks compensation of \$161,290, or 0.2% of the total compensation sought in this Final Application.<sup>71</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-31. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

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<sup>71</sup> Of this amount, 88.50 hours and \$44,667 of fees were expended in the Seventh Application Period. This compares to \$64,538, or 0.5%, and \$10,139, or 0.1%, of the total fees requested for this matter in Skadden's Fifth and Sixth Interim Fee Applications, respectively. Skadden did not seek compensation for this matter in its First, Second, Third, or Fourth Interim Fee Applications.



Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Amy Van Gelder	\$540	60.60	\$32,724	\$540	60.60	\$32,724
Kellan Grant				\$470	55.60	\$26,132
Randall G. Reese				\$465	52.50	\$24,413
George N. Panagakis				\$810	27.50	\$22,275
Allison V. Herriott				\$375	42.30	\$15,863
Mike Murphy	\$375	24.20	\$9,075	\$375	24.20	\$9,075
Kayalyn A. Marafioti				\$822	9.00	\$7,397
Matthew Gartner				\$355	18.00	\$6,390
Nathan L. Stuart				\$495	9.70	\$4,802
Kurt Ramlo				\$625	7.40	\$4,625
John (Jack) Wm Butler, Jr.				\$875	3.60	\$3,151
Albert L. Hogan III	\$775	3.70	\$2,868	\$775	3.70	\$2,868
Ron E. Meisler				\$630	2.50	\$1,575
<b>Total</b>		<b>88.50</b>	<b>\$44,667</b>		<b>316.60</b>	<b>\$161,290 (0.2%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$4,115</b>	<b>\$11,034</b>		

## II. Litigation (General)

256. During the Final Application Period, Skadden was required to devote resources to various litigation matters not within the purview of other project categories. Skadden assisted the Debtors in negotiations relating to some of the non-bankruptcy litigation matters, including the resolution of litigation against the Debtors, and obtaining approval of a motion authorizing and approving various settlement agreements to resolve certain antitrust litigation, and advising the Debtors on the implications of the chapter 11 cases on litigation pending in other, non-bankruptcy venues. Skadden also assisted the Debtors in drafting and prosecuting four motions to extend the period within which the Debtors could seek removal of certain actions from the Bankruptcy Court. At the end of the Final Application Period, pursuant to an order entered by

this Court on August 16, 2007 (Docket No. 9108), the period within which the Debtors could seek removal of certain actions from the Bankruptcy Court was extended from September 30, 2007 to and including the later of (i) February 29, 2008 and (ii) 30 days after entry of an order terminating the automatic stay with respect to the action.

257. In connection with the foregoing services, Skadden expended 314.50 hours during the Final Application Period for which Skadden seeks compensation of \$146,841, or 0.2% of the total compensation sought in this Final Application.<sup>72</sup> Skadden is not seeking compensation for this matter for the Seventh Application Period. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Brent M. Houston				\$435	79.40	\$34,540
Kellan Grant				\$470	46.20	\$21,714
Haim Zaltzman				\$326	55.40	\$18,077
Kurt Ramlo				\$612	22.70	\$13,896
Justin L. Heather				\$465	18.70	\$8,696
Albert L. Hogan III				\$620	13.80	\$8,556
Ron E. Meisler				\$553	15.10	\$8,348
Sina Toussi				\$540	14.00	\$7,560
Nick D. Campanario				\$535	13.50	\$7,223
Matthew J. Micheli				\$440	11.60	\$5,104
Joseph N. Wharton				\$485	8.50	\$4,123
Neil MacDonald				\$585	6.30	\$3,686

<sup>72</sup> Skadden is not requesting compensation for this matter for the Seventh Application Period. This compares to \$21,112, or 0.2%; \$33,598, or 0.3%; \$11,076, or 0.1%; \$37,702, or 0.3%; \$30,997, or 0.2%; and \$12,356, or 0.1%, of the total fees requested for this matter in Skadden's First, Second, Third, Fourth, Fifth, and Sixth Interim Fee Applications, respectively.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Brian M. Fern				\$485	4.80	\$2,328
Kayalyn A. Marafioti				\$795	2.00	\$1,590
Thomas J. Matz				\$560	2.50	\$1,400
<b>Total</b>					<b>314.50</b>	<b>\$146,841 (0.2%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$11,783</b>	<b>\$127,217</b>		

JJ. Customer Matters (General)

258. Although every company which seeks chapter 11 relief must work to maintain its customer relationships, this was particularly true in the Debtors' Reorganization Cases. The short time frame in which a disruption in the supply chain can affect an OEM's production capabilities and the Debtors' constant process of bidding for and winning new business from OEMs (a process which takes place several years in advance of production) were inherent in the nature of the Debtors' businesses. Accordingly, maintaining the communication between the Debtors and their customers regarding the chapter 11 process and reassuring customers that the Debtors had the resources to continue to operate and meet production deadlines was vital. As a result, Skadden professionals assisted the Debtors by, among other things, responding to questions and working with the Company to draft and periodically revise presentations for customers. In addition, Skadden assisted the Debtors in responding to various requests and motions filed by customers seeking to lift the automatic stay to effect setoff of prepetition amounts. By facilitating negotiations with the customers and working with the Debtors as they reconcile their books and records, Skadden was able to help the Debtors avoid litigation in many instances. Finally, during the Final Application Period and Seventh Application Period, Skadden assisted the Debtors by, among other things, responding to questions and working with the Company to address issues

arising in connection with potential settlements with customers, collection of outstanding accounts receivable, reconciliation of their books and records, and resolving outstanding warranty issues.

259. In connection with the foregoing services, Skadden expended 183.60 hours during the Final Application Period for which Skadden seeks compensation of \$101,784, or 0.1% of the total compensation sought in this Final Application.<sup>73</sup> Detailed time entries of each Skadden professional related to these services performed during the Seventh Application Period are attached hereto as Exhibit D-32. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
N. Lynn Hiestand				\$835	30.80	\$25,719
Ron E. Meisler	\$710	8.70	\$6,177	\$597	26.10	\$15,573
Allison V. Herriott	\$495	3.80	\$1,881	\$389	32.20	\$12,532
Sina Toussi				\$540	21.40	\$11,556
Eric L. Cochran				\$795	12.40	\$9,859
Randall G. Reese				\$465	20.80	\$9,673
Paola Lozano				\$540	13.80	\$7,452
Brian M. Fern				\$485	7.60	\$3,686
John K. Lyons				\$695	5.20	\$3,614
Marie L. Gibson				\$540	4.20	\$2,268
Gregory O. Ogunsanya				\$440	4.20	\$1,848
John (Jack) Wm Butler, Jr.				\$835	2.00	\$1,670
Ian S. Bolton	\$460	2.90	\$1,334	\$460	2.90	\$1,334
<b>Total</b>		<b>15.40</b>	<b>\$9,392</b>		<b>183.60</b>	<b>\$106,784</b>

<sup>73</sup> Of this amount, 15.40 hours and \$9,392 of fees were expended in the Seventh Application Period. This compares to \$72,901, or 0.8%; \$9,186, or 0.1%; and \$15,305, or 0.2%, of the total fees requested for this matter in Skadden's First, Second, and Third Interim Fee Applications, respectively. Skadden did not request compensation for this matter in its Fourth, Fifth, or Sixth Interim Fee Applications

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
						(0.1%)
Voluntary fee accommodation excluded from total			\$639			\$17,697

KK. Insurance

260. During the Final Application Period, Skadden assisted the Debtors in connection with the extension and renewal of the Debtors' casualty insurance program, including obtaining the Court's approval for entry into and renewal of the casualty insurance program. Skadden assisted the Debtors in analyzing the conditions requested by each prospective insurer and negotiated certain terms with respect to the prospective renewal insurance programs. In addition, during the Final Application Period, Skadden assisted the Debtors in analyzing their director and officer insurance policies, including, without limitation, reviewing what expenses may be counted when calculating the deductible component under the policies.

261. In connection with the foregoing services, Skadden expended 188.10 hours during the Final Application Period for which Skadden seeks compensation of \$94,940, or 0.1% of the total compensation sought in this Final Application.<sup>74</sup> Skadden is not seeking compensation for this matter for the Seventh Application Period. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

<sup>74</sup> Skadden is not requesting compensation for this matter for the Seventh Application Period. This compares to \$83,523, or 0.9%, and \$11,417, or 0.1%, of the total fees requested in Skadden's First and Third Interim Fee Applications for this matter, respectively. Skadden did not seek compensation for this matter in its Second, Fourth, Fifth, or Sixth Interim Fee Applications.

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Case Period Rate	Case Period Time	Case Period Amount
Brian M. Fern				\$485	135.60	\$65,767
Ron E. Meisler				\$540	31.70	\$17,118
Albert L. Hogan III				\$620	5.20	\$3,224
Kayalyn A. Marafioti				\$795	4.00	\$3,180
Randall G. Reese				\$465	4.80	\$2,232
Nick D. Campanario				\$465	4.10	\$1,907
Thomas J. Matz				\$560	2.70	\$1,512
<b>Total</b>					<b>188.10</b>	<b>\$94,940 (0.1%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$61</b>	<b>\$19,569</b>		

LL. Regulatory And SEC Matters

262. During the early part of the Final Application Period, Skadden prepared for and represented the Debtors in meetings with the Creditors' Committee to discuss matters relating to formal ongoing investigations by several governmental agencies and various securities actions. On October 30, 2006, the SEC commenced and simultaneously settled with Delphi a lawsuit alleging violations of federal securities laws. This concluded the SEC's ongoing investigation of Delphi regarding the adequacy of disclosures for a number of transactions dating from Delphi's separation from GM. Under the agreement approved by the SEC, Delphi agreed, without admitting or denying any wrongdoing, to be enjoined from future violations of the securities laws. No civil monetary penalties were imposed against Delphi. On November 10, 2006, the Debtors, with Skadden's assistance, filed their Motion For Order Authorizing Entry Into Settlement With The Securities And Exchange Commission (Docket No. 5520). The Court entered an order approving the Debtors' settlement with the SEC on December 11, 2006 (Docket No. 6140).

263. In connection with the foregoing services, Skadden expended 159.20 hours during the Final Application Period for which Skadden seeks compensation of \$94,473, or 0.1%

of the total compensation sought in this Final Application.<sup>75</sup> Skadden is not seeking compensation for this matter for the Seventh Application Period. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Nathan L. Stuart				\$495	56.30	\$27,869
John (Jack) Wm Butler, Jr.				\$853	20.00	\$17,065
Ron E. Meisler				\$585	25.70	\$15,035
Kayalyn A. Marafioti				\$812	11.70	\$9,498
David E. Springer				\$755	9.40	\$7,097
Albert L. Hogan III				\$695	8.50	\$5,908
Neil MacDonald				\$585	5.80	\$3,393
Dhananjai Shivakumar				\$625	4.20	\$2,625
Michael W. Perl				\$435	4.70	\$2,045
Thomas J. Matz				\$625	1.90	\$1,188
Paraprofessional Total					11.00	\$2,750
<b>Total</b>					<b>159.20</b>	<b>\$94,473 (0.1%)</b>
Voluntary fee accommodation excluded from total			<b>\$16,195</b>	<b>\$31,367</b>		

MM. Asset Dispositions (Real Property)

264. During the Final Application Period, Skadden attorneys provided advice to the Debtors regarding the sale or potential sale of certain assets including excess real property assets. Asset dispositions were conducted in accordance with this Court's order approving

<sup>75</sup> Skadden is not requesting compensation for this matter for the Seventh Application Period. This compares to \$12,245, or 0.1%; \$8,624, or 0.1%; and \$77,033, or 0.6%, of the total fees requested for this matter in Skadden's First, Second, and Fourth Interim Fee Applications, respectively. Skadden did not request compensation for this matter in its Third, Fifth, or Sixth Interim Fee Applications.

procedures for the sale of de minimis assets. In connection with this effort, Skadden assisted the Debtors with drafting sale disclosure materials, analyzing environmental matters, reviewing purchase agreements, and evaluating the offers received.

265. In connection with the foregoing services, Skadden expended 118.70 hours during the Final Application Period for which Skadden seeks compensation of \$72,552, or 0.1% of the total compensation sought in this Final Application.<sup>76</sup> Skadden is not seeking compensation for this matter for the Seventh Application Period. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Marian P. Wexler				\$770	56.90	\$43,813
Catherine E. Danz				\$465	61.80	\$28,739
<b>Total</b>					<b>118.70</b>	<b>\$72,552 (0.1%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$1,049</b>	<b>\$7,013</b>		

NN. Employee Matters (Retirees/OPEB)

266. Skadden assisted the Debtors during the Final Application Period in connection with matters related to retiree benefits. Among other things, in 2005, Skadden reviewed motions filed by salaried, non-hourly retirees seeking to vacate an order appointing the Unions as authorized representatives for union-represented retirees and requesting appointment of

<sup>76</sup> Skadden is not requesting compensation for this matter for the Seventh Application Period. This compares to \$36,866, or 0.4%; \$14,196, or 0.1%; and \$21,490, or 0.2%, of the total fees requested for this matter in Skadden's First, Second, and Third Interim Fee Applications, respectively. Skadden did not request compensation for this matter in its Fourth, Fifth, or Sixth Interim Fee Applications.



an official committee of retirees consisting of former salaried employees receiving retiree benefits independent of a collective bargaining agreement. Skadden drafted and filed objections to the motions and ultimately was successful in consensually resolving this matter. Accordingly, the movants voluntarily withdrew their motions.

267. In connection with the foregoing services, Skadden expended 124.40 hours during the Final Application Period for which Skadden seeks compensation of \$53,157, or 0.1% of the total compensation sought in this Final Application.<sup>77</sup> Skadden is not seeking compensation for this matter for the Seventh Application Period. A summary of the hours expended and the corresponding dollar amount of the services performed by each professional during the Seventh Application Period and the Final Application Period is provided in the following table:

Name	Seventh Period Rate	Seventh Period Time	Seventh Period Amount	Final Application Period Rate	Final Application Period Time	Final Application Period Amount
Brian M. Fern				\$485	52.00	\$25,220
Lisa B. Diaz				\$295	47.50	\$14,013
Melissa T. Kahn				\$410	15.10	\$6,191
Neil M. Leff				\$785	6.80	\$5,338
John P. Furfaro				\$770	1.70	\$1,309
John (Jack) Wm Butler, Jr.				\$835	1.30	\$1,086
<b>Total</b>					<b>124.40</b>	<b>\$53,157 (0.1%)</b>
<b>Voluntary fee accommodation excluded from total</b>			<b>\$7,320</b>	<b>\$13,749</b>		

<sup>77</sup> Skadden is not requesting compensation for this matter for the Seventh Application Period. This compares to \$21,019, or 0.2%, and \$32,138, or 0.3%, of the total fees requested for this matter in Skadden's First and Second Interim Fee Applications, respectively. Skadden did not request compensation for this matter in its Third, Fourth, Fifth, or Sixth Interim Fee Applications.

Relief Requested

268. Skadden has submitted monthly fee statements for the period from October 8, 2005 through January 25, 2008 and, in accordance with the Interim Compensation Order and the Modified Plan, now submits this Final Application covering the Final Application Period, including the Seventh Application Period. Based on the firm's customary billing practices, the Debtors ordinarily would be billed a total of \$99,914,037<sup>78</sup> for fees for the Final Application Period (of which \$21,460,240 constitute fees for the Seventh Application Period) and \$6,551,121 for charges and disbursements for the Final Application Period (of which \$1,410,619 constitute charges and disbursements for the Seventh Application Period). In keeping with Skadden's commitment to self-policing its fees, charges, and disbursements, and based on various accommodations to the Debtors, Skadden, as part of its monthly fee statements, voluntarily reduced its fees by \$8,376,439, or approximately 8.4%, and its charges and disbursements by \$794,261<sup>79</sup>, or approximately 12.1% for the Final Application Period. During the Seventh Application Period, on its monthly statements, Skadden voluntarily reduced its fees by \$1,847,296, or approximately 8.6%, and its charges and disbursements by \$174,966, or approximately 12.4%. As a result, the actual amount billed to the Debtors on the monthly statements was \$91,537,598<sup>80</sup> for fees for the Final Application Period (of which \$19,612,944 constitute fees for the Seventh Application Period) and \$5,756,860 for charges and disbursements for the Final Application Period (of which \$1,235,653 constitute charges and disbursements for the Seventh Application Period).

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<sup>78</sup> Skadden has previously provided a credit in the amount of \$34,413 to remedy certain discrete billing errors during the Final Application Period. The \$99,914,037 is before the application of the \$34,413 credit.

<sup>79</sup> This amount includes \$391 of an internal accommodation for certain charges and disbursements that were not reflected on the monthly statements.

<sup>80</sup> This amount includes the \$34,413 adjustment described in the footnote above.

269. Moreover, as an additional accommodation, Skadden has voluntarily reduced the amount sought in this Final Application by \$350,789 to reflect, among other accommodations, the elimination of (i) fees related to any timekeeper who billed fewer than ten total hours during the Seventh Application Period, (ii) fees related to any timekeeper who billed less than \$1,000 during the Seventh Application Period, (iii) fees related to any instance in which a timekeeper billed less than \$1,000 to a particular matter during the Seventh Application Period, (iv) fees related to any matter to which fewer than ten hours were billed during the Seventh Application Period, and (v) fees related to any timekeeper who billed less than \$10,000 during the Final Application Period. As a result, the actual amount sought herein is \$90,556,038 for fees. This represents a total reduction with respect to fees, charges, and disbursements of \$10,117,859, or approximately 9.5%, from those amounts that Skadden would customarily charge.

270. The Interim Compensation Order provides that, when seeking interim compensation, professionals must submit monthly fee statements to the Debtors, counsel to the Debtors, the U.S. Trustee, counsel to the Creditors' Committee, counsel to the agent under the Debtors' former prepetition credit facility, counsel to the agent under the Debtors' postpetition credit facility, and members of the Fee Review Committee. Each person receiving a statement has at least 15 days after its receipt to review it. If no objection to a monthly fee statement is made within 45 days after the end of the applicable billing period, the Debtors are authorized to pay 80% of the fees requested (with the remaining 20% of the fees requested referred to herein as the "Holdback") and 100% of the charges and disbursements requested. Skadden has submitted monthly fee statements as described above for each of the months covered by the Final Application Period.

271. Skadden has received \$86,984,238 on account of billed fees and \$5,756,849 on account of billed charges and disbursements and has accrued a Holdback in the amount of \$3,922,589. After application of an additional client accommodation of \$350,789, Skadden is requesting payment of the Holdback in the amount of \$3,571,800.

A. Allowance Of Professional Fees

272. During the Final Application Period, professionals at Skadden billed an aggregate of 181,423.30 hours reflected in this Final Application working on matters concerning the Debtors' Reorganization Cases.<sup>81</sup> Of that time spent, 36,058.90 hours were spent by partners, 16,202.50 hours were spent by counsel, 106,139.80 hours were spent by associates, and 23,022.10 hours were spent by legal assistants. A summary showing the name and position of each such partner, counsel, associate, and legal assistant, together with that person's date of admission to the bar (as applicable), net hours for which compensation is being sought during the Final Application Period and the Seventh Application Period, and blended hourly billing rate, is provided in the Summary of Services found at the beginning of this Final Application.<sup>82</sup>

B. Reimbursement Of Charges And Disbursements

273. As disclosed in the Retention Application that this Court approved, it is Skadden's standard policy to charge its clients in all areas of practice for certain charges and disbursements incurred in connection with such clients' cases. The charges and disbursements charged to clients include, among other things, charges for messenger services, photocopying, court fees, travel expenses, postage, long distance telephone charges, computerized legal research,

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<sup>81</sup> Skadden maintains records of the time it expended in the rendition of all professional services, which time records are made concurrently with providing professional services.

<sup>82</sup> In addition to the matter list, Exhibit C also sets forth the blended hourly rate and certain other business statistics associated with the Reorganization Cases.

investigative searches, and other charges customarily billed by law firms. Certain charges and disbursements are not separately charged for under the bundled rate structure as described in the Engagement Agreement.

274. Skadden has attempted to minimize the charges and disbursements associated with the Debtors' Reorganization Cases, particularly for items such as reproduction and delivery. These charges have been reduced as a result of the restricted service list and the ability to serve the 2002 List Parties electronically, which Skadden proposed and this Court approved. During the Final Application Period and Seventh Application Period, respectively, Skadden disbursed the following sums for actual and necessary charges and disbursements in the rendition of professional services in the Reorganization Cases, and requests that it be reimbursed therefor:

<b>Charged And Disbursements Incurred<sup>83</sup></b>	<b>Seventh Application Period</b>	<b>Final Application Period</b>
Travel Expenses .....	\$458,391	\$2,383,911
Reproduction And Document Preparation .....	\$428,137	\$1,824,019
Computer Legal Research .....	\$141,697	\$866,789
Electronic Document Management.....	\$101,583	\$187,405
Court Reporting .....	\$40,242	\$174,484
Courier, Express Delivery, And Postage.....	\$28,149	\$143,536
Telecommunications .....	\$9,450	\$71,405
Outside Research .....	\$13,063	\$71,390
Professional Fees .....	\$9,959	\$17,848
Filing/Court Fees .....	\$4,982	\$15,649
UCC Research/Opinion .....		\$413
<b>TOTAL .....</b>	<b>\$1,235,653</b>	<b>\$5,756,849</b>

275. The charges and disbursements listed above are reasonable and are consistent with those incurred by other bankruptcy practitioners in other large, complex chapter 11 reorganization cases in this and other districts. Moreover, the size and complexity of these cases,

<sup>83</sup> The details relating to the charges and disbursements for the Seventh Application Periods can be found in Exhibits D-1 through D-32 on a matter-by-matter basis.

including compliance with the terms of this Court's case management order, as amended, warrant reimbursement of the foregoing charges and disbursements.

Reasonableness Of Fees, Charges, And Disbursements

276. Under section 330 of the Bankruptcy Code, a Bankruptcy Court may award to a professional employed by the estates "reasonable compensation for actual, necessary services" rendered by the professional, plus "reimbursement for actual, necessary expenses." See 11 U.S.C. § 330(a)(1); see generally In re Cenargo Int'l, 294 B.R. 571 (Bankr. S.D.N.Y. 2003); In re Child World, Inc., 185 B.R. 14 (Bankr. S.D.N.Y. 1995).

277. In determining the amount of "reasonable compensation," the Court must consider the nature, extent, and value of the services, taking into account all the relevant factors, including the time spent on such services, the rates charged for such services, whether the services were necessary and beneficial, whether the services were performed in a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed, and whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code. See 11 U.S.C. § 330(a)(3).

278. In assessing attorneys' fees, courts use several different approaches. The Second Circuit and bankruptcy courts in this district frequently utilize the "lodestar" method, which is a determination as to the number of hours of service reasonably devoted to the case multiplied by the attorney's reasonable rates. See Savoie v. Merchants Bank, 166 F.3d 456, 460 (2d Cir. 1999) (applying lodestar approach to non-bankruptcy case); Masterwear Corp. v. Angel & Frankel, P.C. (In re Masterwear Corp.), 233 B.R. 266, 277 (Bankr. S.D.N.Y. 1999). When applying the lodestar approach, courts in this district incorporate the familiar factors set forth in

Johnson v. Georgia Highway Express, Inc., 488 F.2d 714 (5th Cir. 1974).<sup>84</sup> See, e.g., Betancourt v. Giuliani, 325 F. Supp. 2d 330, 332 n.3 (S.D.N.Y. 2004) ("In adjusting the lodestar, courts generally consider the . . . factors set forth in Johnson v. Georgia Highway Express, Inc."); Sucre v. MIC Leasing Corp. (In re Sucre), 226 B.R. 340, 351-52 (Bankr. S.D.N.Y. 1998) ("To determine the 'lodestar fee' the Court must make an initial objective determination as to the number of hours reasonably expended and the reasonable hourly rate. After multiplying the two, the Court may adjust the product by consideration of [the Johnson] factors." (citation omitted)).

279. In awarding attorneys' fees, courts will also consider whether the services rendered were reasonably likely to benefit the debtor's estate. See, e.g., In re Ames Dep't Stores, Inc., 76 F.3d 66, 71 (2d Cir. 1996), rev'd on other grounds, Lamie v. U.S. Trustee, 540 U.S. 526 (2004); In re Granite Partners, L.P., 213 B.R. 440, 447 (Bankr. S.D.N.Y. 1997); In re Drexel Burnham Lambert Group, Inc., 133 B.R. 13, 22 (Bankr. S.D.N.Y. 1991). Thus, the Court should focus on what a reasonable lawyer would have done at the time and not invoke a hindsight analysis.

[I]t is important for a court to maintain "a sense of overall proportion," and not "become enmeshed in meticulous analysis of every detailed facet of the professional representation." It is easy to speculate in retrospect that the work could have been done in less time or with fewer attorneys or with an associate rather than a partner. On the other hand, it is also possible that [the debtor] would not have enjoyed the success it did had its counsel managed matters differently.

Boston & Maine Corp. v. Moore (In re Boston & Maine Corp.), 776 F.2d 2, 10 (1st Cir. 1985) (citations omitted).

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<sup>84</sup> The twelve Johnson factors are: (1) the time and labor required, (2) the novelty and difficulty of the questions, (3) the skill requisite to perform the legal service properly, (4) the preclusion of other employment by the attorney due to acceptance of the case, (5) the customary fee, (6) whether the fee is fixed or contingent, (7) the time limitations imposed by the client or the circumstances, (8) the amount involved and the results obtained, (9) the experience, reputation, and ability of the attorneys, (10) the "undesirability" of the case, (11) the nature and length of the professional relationship with the client, and (12) awards in similar cases. Johnson, 488 F.2d at 717-19.

280. In accordance with the factors enumerated in 11 U.S.C. § 330 and applicable case law, the amount requested herein by Skadden is fair and reasonable in light of (a) the nature of the Reorganization Cases, (b) the novelty and complexity of the Reorganization Cases, (c) the time and labor required to represent the Debtors effectively, (d) the time limitations imposed by the Reorganization Cases, (e) the nature and extent of the services rendered, (f) Skadden's experience, reputation, and ability, (g) the value of Skadden's services, and (h) the cost of comparable services other than in a case under the Bankruptcy Code.

C. Nature, Complexity, And Duration Of Cases

281. As should be evident from the summary of Skadden's services as described above in this Final Application, the Debtors' chapter 11 reorganization presented a particularly unique set of circumstances. Unquestionably, these were large and complex cases. The nature and complexity of the Reorganization Cases required Skadden to develop and undertake case management and staffing solutions at every stage of the proceedings. These tasks were particularly complex in light of the Debtors' widespread operations and the relative sophistication of other parties-in-interest. Skadden assisted the Debtors by employing a streamlined case management structure that generally consists of relatively small, core teams, and assigned various attorneys to other discrete tasks to avoid the performance of duplicative or unnecessary work.

282. Given the size of these Reorganization Cases and the number of matters that continually needed to be addressed simultaneously, there were occasions when a number of Skadden attorneys needed to be present and participate in the discussions and negotiations. This was particularly true of meetings with the Creditors' Committee and the Equity Committee and also with respect to the monthly omnibus hearings. Skadden believes that, as is evident from the summaries contained in this Final Application and the time entries attached hereto with respect to



the Seventh Application Period, it has articulated specific reasons for attendance by multiple attorneys on such occasions.

D. Experience Of Skadden

283. The experience of Skadden also benefited the estates. Skadden is among the largest firms and has one of the largest restructuring groups in the world. As more fully set forth in the Retention Application, Skadden's restructuring attorneys and attorneys from other practice areas have extensive knowledge and experience in dealing with the fast-paced needs of similar chapter 11 cases. Accordingly, Skadden's depth of experience in chapter 11 matters has ensured that a number of pressing matters could be addressed promptly. In addition, Skadden's commitment to monitoring the administrative expenses of the estates, including its own legal fees, has been a constant element of its representation of the Debtors. Indeed, this emphasis has been manifested in Skadden's careful review of its fees, charges, and disbursements and a voluntary client accommodation of \$10,117,859, including a voluntary aggregate accommodation of \$9,170,700 on Skadden's monthly fee statements, an additional \$907,159 voluntary reduction on its prior interim fee applications and this Final Application, and an additional \$40,000 accommodation agreed to with the Fee Review Committee in connection with Skadden's First, Second, and Third Interim Fee Applications.

E. Comparable Services

284. An award of compensation also must be based on the cost of comparable services other than in a bankruptcy case. Skadden's rates are consistent with rate structures charged to other clients in non-bankruptcy matters. Moreover, its rate structure was disclosed clearly in its Retention Application, which this Court approved and to which none of the major constituencies objected. The amounts sought by Skadden are consistent with the fees, charges, and

disbursements incurred by other chapter 11 debtors in cases of similar size, complexity, and duration. Accordingly, the cost of comparable services supports the Final Application, and the nature of the services performed during the Final Application Period, more than warrant the allowance of the requested compensation, particularly in view of the results achieved.

F. Compliance With Guidelines

285. Skadden believes that this Final Application, together with the attachments hereto, substantially complies in all material respects with the Guidelines. The Debtors have paid all quarterly fees currently due and payable to the U.S. Trustee. To the extent that the Application does not comply in every respect with the requirements of such guidelines, Skadden respectfully requests a waiver for any such technical non-compliance.

Notice

286. In compliance with the Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals, entered by this Court on November 4, 2005 (Docket No. 869) and the Seventh Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals, entered by this Court on January 28, 2008 (Docket No. 12367), notice of the filing of this Final Application will be provided to all parties who have filed a notice of appearance with the Clerk of this Court and requested notice of pleadings in these chapter 11 cases. In addition, the Final Application in its entirety will be served on the following parties: (i) DPH Holdings Corp., 5725 Delphi Drive, Troy, Michigan 48098, Att'n: John Brooks, David M. Sherbin, Esq., and John D. Sheehan, (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004, Att'n: Brian S. Masumoto, Esq., (iii) counsel for the former Creditors' Committee, Latham & Watkins LLP,

885 Third Avenue, New York, New York 10022-4802, Att'n: Robert J. Rosenberg, Esq., (iv) counsel for the agent under the Debtors' former prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Att'n: Kenneth S. Ziman, Esq. and Robert H. Trust, Esq., (v) counsel for the agent under the Debtors' former postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017, Att'n: Donald S. Bernstein, Esq. and Brian M. Resnick, Esq., and (vi) Valerie Venable, SABIC Innovative Plastics, 9930 Kincey Avenue, Huntersville, North Carolina 28078. The Reorganized Debtors will also provide such other notice of hearing as may be required by the Federal Rules of Bankruptcy Procedure or as otherwise directed by this Court after the Court determines the hearing schedule for final fee applications. In light of the nature of the relief requested, the Reorganized Debtors submit that no other or further notice is necessary.

WHEREFORE, Skadden respectfully requests that the Court (a) enter an order allowing final compensation in the sum of \$90,556,038 to Skadden for professional services rendered as attorneys for the Debtors during the Final Application Period, plus reimbursement of actual and necessary charges and disbursements incurred in the amount of \$5,756,849, (b) authorize and direct Skadden to apply \$3,571,800 from the account retainer in satisfaction of the Holdback (less the accommodations provided herein), with the remaining \$195,068 of the account retainer being applied as a credit by DPH Holdings in its post-emergence engagement agreement with Skadden for post-emergence services, (c) authorize and direct the Reorganized Debtors to release back to the Reorganized Debtors \$155,721 from the professional fee escrow allocated to Skadden, and (d) grant it such other and further relief as is just.

Dated: New York, New York  
December 30, 2009

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

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